



Sword & Shield Pharma Ltd.

**21ST ANNUAL REPORT
2015-16**



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CORPORATE INFORMATION

SWORD AND SHIELD PHARMA LIMITED

[CIN: L24231GJ1995PLC024809]

21ST ANNUAL REPORT 2015-16

BOARD OF DIRECTORS

- : Mr. Pravinbhai Maneklal Patel**
Managing Director
- Mrs. Jyotsnaben Pravinbhai Patel**
Woman Director
- Mr. Jayeshkumar Madhavlal Patel**
Independent Director
- Mr. Dilipkumar Chunilal Patel**
Independent Director
- Mr. Paresh Kantilal Patel**
Independent Director
- Mr. Kanjibhai Mansangbhai Chaudhary**
Independent Director
- Mr. Probi Pravinbhai Patel**
(upto March 15, 2016)
- Mr. Himanshu Pravinbhai Patel**
(upto March 15, 2016)

COMPANY SECRETARY

- : Ms. Prachi Shailesh Shah**

REGISTERED OFFICE :

55, World Business House,
Near Parimal Garden,
Ambawadi,
Ahmedabad – 380 006.

WEBSITE :

www.swordnshieldpharma.com

AUDITORS :

B. K. Patel & Co.
Chartered Accountants

SECRETARIAL AUDITORS :

Mr. Anand Lavingia
Practicing Company Secretary

REGISTRAR AND SHARE TRANSFER AGENT :**MCS Share Transfer Agent Limited**

12/1/5 Manoharpukur Road,
Kolkata – 700 026.

NOTICE

NOTICE is hereby given that the **21st ANNUAL GENERAL MEETING** of the Members of **SWORD AND SHIELD PHARMA LIMITED** will be held at the Registered Office of the Company situated at 55, World Business House, Near Parimal Garden, Ambawadi, Ahmedabad – 380 006 on **Friday September 30, 2016 at 09:00 A.M.** to transact the following businesses:

ORDINARY BUSINESSES:-

1. To receive, consider and adopt **Audited Standalone Financial Statement** of account for the financial year ended on March 31, 2016 together with the reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mrs. Jyotsnaben Patel** (DIN: 01877469), as an Executive Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
3. To Consider **Ratification of Appointment of Auditors** of the company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s B. K. Patel & Co. Chartered Accountants, Ahmedabad, (ICAI Firm Registration No. 112647W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the 22nd annual general meeting of the Company at a remuneration as may be determined by the Board of Directors in consultation with the Auditors.”

Registered Office:

55, World Business House,
Near Parimal Garden,
Ambawadi,
Ahmedabad – 380 006.

Place : Ahmedabad

Date : September 2, 2016

For and on behalf of the Board of Directors

Pravinbhai M. Patel
Managing Director
(DIN:01877446)

Notes:

1. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice, is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

3. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 23, 2016 to Friday, September 30, 2016 (both days inclusive) and same will be re-opened from Saturday, October 01, 2016 onwards.
7. The route map showing directions to reach the venue of the twenty-first AGM is annexed herewith.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. MCS Share Transfer Agent Limited to provide efficient and better services.
10. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, M/s. MCS Share Transfer Agent Limited. The Performa of updation of Shareholder information is provided at the end of the Annual Report.
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their

demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Limited.

12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact M/s. MCS Share Transfer Agent Limited for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to M/s. MCS Share Transfer Agent Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the M/s. MCS Share Transfer Agent Limited. Members holding shares in physical form may submit the same to M/s. MCS Share Transfer Agent Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and M/s. MCS Share Transfer Agent Limited to enable us to send you the communications via email.
16. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.swordnshieldpharma.com.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
20. **Voting through electronic means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Tuesday, September 27, 2016 (9:00 A.M.) and ends on Thursday, September 29, 2016 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 23, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

- A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- Open email and open PDF file viz; "Sword and Shield remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - Click on Shareholder – Login.
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "EVEN" of Sword And Shield Pharma Limited.
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to swordnshield1995@gmail.com with a copy marked to evoting@nsdl.co.in
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|---|----------------|---------------------|
| ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. | | |

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- VI.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 23, 2016. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Friday, September 23, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VII.** Mr. Anand Lavingia, Practicing Company Secretary (COP No. 11410) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.swordnshieldpharma.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Registered Office:

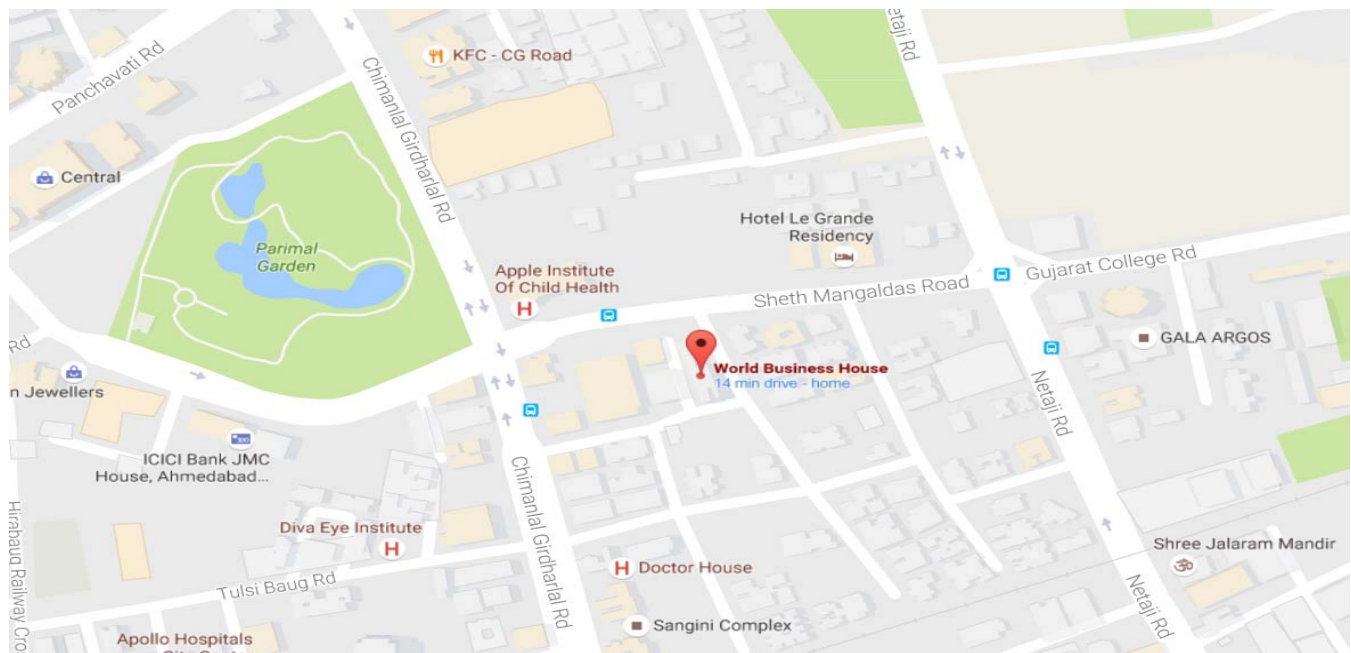
55, World Business House,
Near Parimal Garden,
Ambawadi,
Ahmedabad – 380 006.

Place : Ahmedabad

Date : September 2, 2016

For and on behalf of the Board of Directors

Pravinbhai M. Patel
Managing Director
(DIN:01877446)

Route Map to the venue of the AGM:


ANNEXURE TO THE NOTICE

Details of Directors Seeking appointment / re-appointment in this Annual General Meeting:

Name of Director	Mrs. Jyotsnaben Patel
Date of Birth	31/07/1957
Date of Appointment	28/02/1995
Qualifications	B.A.
Expertise in Specific Functional Areas	Administration
List of Public Limited Companies in which Directorships held	-
Chairman / Member of the Committees* of the Board of Directors of the Company	-
Shareholding in the Company	1,10,600 Equity Shares of Rs. 10/- each.

*Committee includes the Audit Committee and Stakeholders' Grievance Committee.

DIRECTORS' REPORT

To,
The Members,
Sword and Shield Pharma Limited.

The Directors have the pleasure of presenting the 21st Annual Report of your Company with the Audited Financial Statements of the Company for the year ended March 31, 2016.

KEY FINANCIAL HIGHLIGHTS:

(Amount in Rs.)

Particulars	2015-16	2014-15
Revenue from Operations	381.00	1,22,54,601.00
Other Income	32,33,189.10	3,98,934.00
Total Revenue	32,33,570.00	1,26,53,535.00
Less: Total Expenses	44,93,964.94	1,19,04,785.00
Operating Profits before Exception item, Depreciation, Interest and Tax	(12,60,394.94)	7,48,750.00
Less: Depreciation	13,52,053.00	36,19,876.00
Interest	65970.94	4471.00
Profit / (Loss) Before Tax	(26,78,418.88)	(28,75,597.00)
Less : Exceptional Items / Prior Period Items	(3,00,011.00)	(2,02,394.00)
Less: Current Tax	0.00	0.00
Less : Deferred Tax	0.00	7,14,981.00
Profit / (Loss) after Tax from Continuing Operations	(29,78,429.88)	(23,63,010.00)
Profit / (Loss) from discontinuing Operations before Tax	52,62,783.00	0.00
Tax Expenses of Discontinuing Operations	0.00	0.00
Net Profit / (Loss) After Tax	22,84,353.00	(23,63,010.00)

REVIEW OF BUSINESS OPERATION:

The Company has discontinued its operation with respect to the Manufacturing during the year under review. The Fixed assets of the Company have been sold off by way of Slump Sale and the Company has Nil Fixed Assets as on Date. The Company has incurred the Loss of Rs. 29.78 Lakhs during the year 2015-16 against the Loss of Rs. 23.63 Lakhs of Last Year 2014-15. Due to the Profit involved in the Sale of Fixed Assets, the ultimate Financials of the Company shows the Net Profit of Rs. 22.84 Lakhs in the year 2015-16.

DIVIDEND:

To conserve resources for future prospect and growth of the Company, your Directors regret to declare Dividend for the Financial Year 2015-16 (Previous year - Nil).

NET PROFIT TRANSFER TO RESERVE:

The Company has transferred the net profit of the Year 2015-16 to General Reserves.