



**Sword & Shield Pharma Ltd.**

# **SWORD & SHIELD PHARMA LIMITED**

## **Annual Report 2017-2018**



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. Pravinbhai Patel	- Chairman & Managing Director
Mrs. Jyotsnaben Patel	- Executive Woman Director
Mr. Jayeshkumar Patel	- Independent Director
Mr. Dilipkumar Patel	- Independent Director
Mr. Paresh Patel	- Independent Director
Mr. Kanjibhai Chaudhary	- Independent Director

## COMMITTEES OF THE BOARD

### AUDIT COMMITTEE

Mr. KanjibhaiChaudhary	- Chairman
Mr. Jayeshkumar Patel	- Member
Mr. Pravinbhai Patel	- Member

### NOMINATION AND REMUNERATION COMMITTEE

Mr. Dilipkumar Patel	- Chairman
Mr. Jayeshkumar Patel	- Member
Mr. KanjibhaiChaudhary	- Member

### STAKEHOLDERS' GRIEVANCES AND RELATIONSHIP COMMITTEE

Mr. Jayeshkumar Patel	- Chairman
Mr. Dilipkumar Patel	- Member
Mr. KanjibhaiChaudhary	- Member

## AUDITORS

B. K. Patel & Co.  
Chartered Accountants

## SECRETARIAL AUDITOR

Mr. Anand Lavingia

## COMPANY SECRETARY & COMPLIANCEOFFICER

Mrs. Pooja Kadam

## REGISTERED OFFICE

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

## INVESTOR QUERIES

[swordnshield1995@gmail.com](mailto:swordnshield1995@gmail.com)

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## Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in physical form are requested to register their e-mail addresses with the company's R & T agent.



## SWORD AND SHIELD PHARMA LIMITED

CIN: L24231GJ1995PLC024809

Registered Office: 55, World Business House,  
Near Parimal Garden, Ambawadi, Ahmedabad – 380 006

Website: [www.swordnshieldpharma.com](http://www.swordnshieldpharma.com) | e-mail: [swordnshield1995@gmail.com](mailto:swordnshield1995@gmail.com)

Contact: +91 98250 79759

**NOTICE** is hereby given that the Twenty Third (23<sup>rd</sup>) Annual General Meeting (AGM) of the Members of Sword & Shield Pharma Limited will be held on Saturday, September 29, 2018 at 10.00 A. M. IST at the Registered Office of the Company situated at 55, World Business House, Near Parimal Garden, Ambawadi, Ahmedabad – 380 006, to transact the following businesses:

### Ordinary Business:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pravinbhai Patel (DIN: 01877446), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of Auditors

To ratify the appointment of M/s. B. K. Patel & Co., Chartered Accountants (Firm Registration No. 112647W) as the Auditors of the Company to hold office from the conclusion of Twenty Third Annual General Meeting until the conclusion of the Twenty Fourth Annual General Meeting and to authorize the Board of Directors or Committee thereof to fix their remuneration, in consultation with the Auditors.

### **To consider and, if thought fit, to pass with or without modification(s), the following as an “ORDINARY RESOLUTION”:**

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 and such other applicable provisions of the Companies Act, 2013 and relevant rules thereof (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Audit Committee and that of the Board of Directors and pursuant to the approval of the Members at the Twentieth Annual General Meeting held on September 30, 2015, the consent of the Members of the Company be and is hereby accorded to ratify the appointment of M/s. B. K. Patel & Co., Chartered Accountants (Firm Registration No. 112647W), as Auditors of the Company, to hold office from the conclusion of Twenty Third Annual General Meeting until the conclusion of the Twenty Fourth Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors or Committee of the Board in consultation with the Auditors of the Company”.

Date: 5<sup>th</sup> September, 2018  
Place: Ahmedabad

For & on behalf of the Board  
For, **SWORD AND SHIELD PHARMA LIMITED**  
(Sd/-)

**POOJA KADAM**  
Company Secretary & Compliance Officer

## Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote only on poll instead of himself / herself and such proxy need not be a member of the company. Pursuant to the provisions of Section 105 of The Companies Act, 2013 a person can act as proxy on behalf of a member or number of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the company carrying voting rights. Member holding more than ten (10) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. The instrument appointing proxy as per the format included in the Annual Report should be lodged with the Company at its Registered Office not less than 48 hours before the commencement of the meeting i.e. by 10.00 am on 27<sup>th</sup> September, 2018.
2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of name will be titled to vote.
4. Members/ Proxies/ Authorized Representatives should bring the enclosed Attendance Slips, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Nos and those who hold shares in physical form are requested to mention their folio no. in the attendance slip for attending the meeting.
5. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22 September 2018 to Saturday, 29 September 2018 (both the days inclusive).
6. The Annual Report duly circulated to the members of the Company shall be available on the website of the Company [www.swordnshieldpharma.com](http://www.swordnshieldpharma.com) Shareholders are requested to bring their copies of Annual Report to the AGM.
7. All Shareholders are requested to dematerialize their shareholding immediately as the shares are to be traded compulsorily in demat form only.
8. Members holding shares in physical mode are requested to register their email-id's, with MCS Share Transfer Agent Limited, the Registrar and Share transfer agent of the Company and members holding shares in demat mode are requested to register their email id's with their respective Depository Participant (DPs) in case the still is not registered.  
If there is any change in the email ID's already registered with the Company, members are requested to immediately notify such change to the Registrar and Share transfer agent of the Company in respect of shares held by them in physical mode and to their respective Depository Participants in case of shares held in demat mode.
9. A member desirous of seeking any information as regards to the business to be transacted at the meeting are requested to forward his/her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
10. Green Initiative: In terms of section 101 and 136 of the Companies Act 2013 read together with the rules made there under, the copy of the Annual Report including Financial Statements, Boards report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [swordnshield1995@gmail.com](mailto:swordnshield1995@gmail.com)/ [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com) mentioning your DP ID/ Folio and Client ID.
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 the Company's R&T agent.

All the members attending the Annual General Meeting are requested to bring their Photo ID (preferably PAN Card) issued by any authority.

12. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company during business hours on all working days (except Sundays and Public holidays) and will also be made available at the venue of the Twenty Third AGM.
13. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the AGM
14. A route map showing directions to reach the venue of 23<sup>rd</sup> Annual General Meeting is given at the end of the Notice as per the requirements of Secretarial Standard 2 on General Meetings.
15. Members are requested to send all communications relating to shares (Physical and Demat) to the Company's Registrar and Share Transfer Agent at M/s. MCS Share Transfer Agent Limited, 101, Shatdal Complex, Opposite Bata Show room, Ashram Road, Ahmedabad- 380009

#### GENERAL INSTRUCTIONS FOR VOTING ELECTRONICALLY:

16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL)
17. 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.
18. 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. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the meeting shall be treated as "INVALID"
19. Mr. Anand Lavingia, Practicing Company Secretary (Membership No. ACS 26458, COP 11410) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the meeting, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit to the Chairman of the Company.
21. The results declared by the Chairman along with the Scrutinizers Report shall be placed on the Company's website [www.swordnshieldpharma.com](http://www.swordnshieldpharma.com) and on the website of NSDL within (3) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and will be uploaded on website of Stock Exchange.
22. 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 i.e 21<sup>st</sup> September, 2018 only shall be entitled to avail the facility of remote e-voting. A person, who is not a member as on the cut-off date, should treat the Notice for information purpose only.
23. If the member is already registered with NSDL's e-voting platform, then he can use his existing User ID and password for casting the vote(s) through remote e- voting.
24. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 21<sup>st</sup> September, 2018 may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.

25. The voting period begins on Wednesday, 26<sup>th</sup> September, 2018 at 10.00 am and ends on Friday, 28<sup>th</sup> September, 2018 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
26. The process and manner for remote e-voting:

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 :** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2 :** Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 are mentioned below:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of

- client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [krishivadvisory@gmail.com](mailto:krishivadvisory@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

27. VOTING AT AGM

The members, who have not cast their votes by remote e-voting, can exercise their voting rights at the AGM through ballot paper.

28. Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profile of the Director proposed to be appointed/reappointed at the Annual General Meeting is annexed to the Notice.

For & on behalf of the Board

Date: 5<sup>th</sup> September, 2018  
Place: Ahmedabad

For, **SWORD AND SHIELD PHARMA LIMITED**

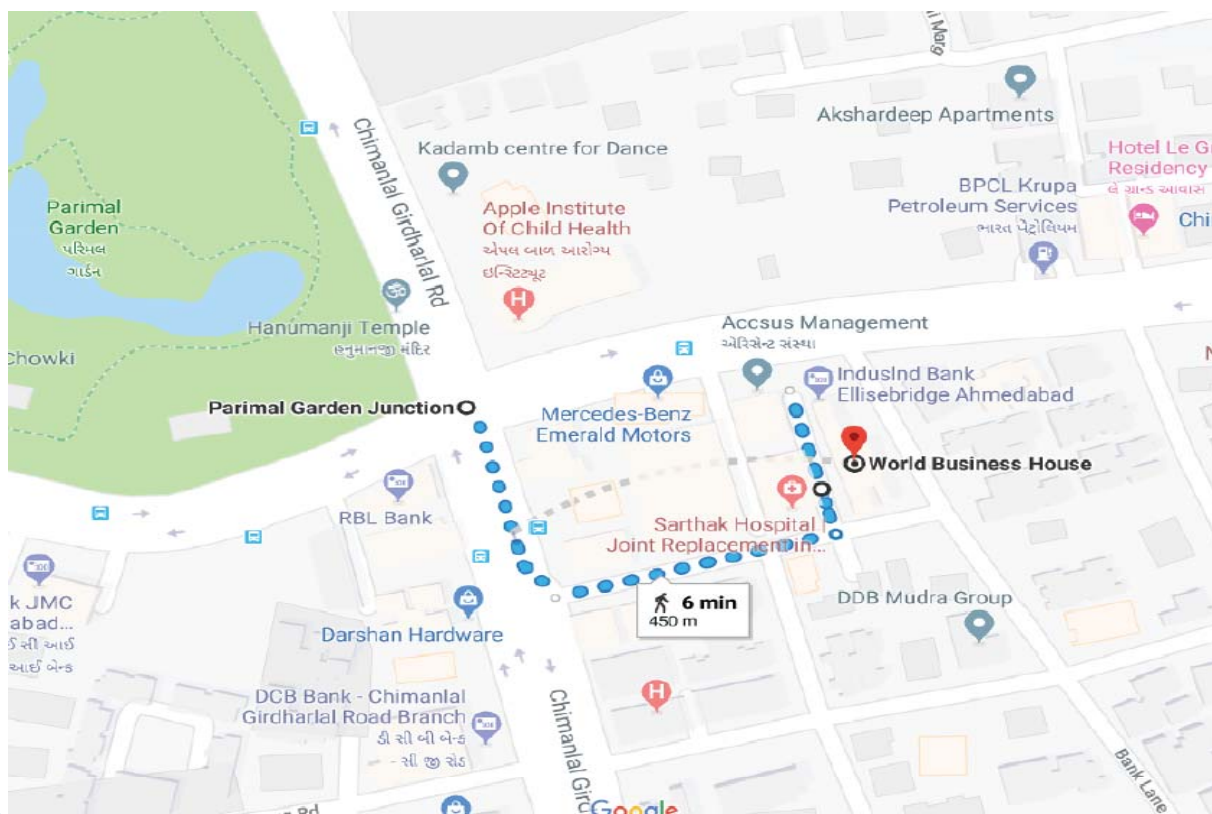
(Sd/-)  
**POOJA KADAM**  
**Company Secretary & Compliance Officer**



**Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profile of the Director proposed to be appointed / reappointed at the Annual General Meeting is given below:**

Name of the Director	Mr. Pravinbhai Patel
DIN	01877446
Date of Birth	15/02/1956
Age	62 years
Brief Resume and Expertise	Mr. Pravinbhai Patel, a first generation entrepreneur is the Managing Director of the Company since February 28, 1995 and heads the Marketing Division of the Company and is having a vast experience in the field of Management, Accounting, Marketing of Pharmaceutical formulations and drugs of around 30 years and he is a Graduate of Commerce.
Experience (No. of years)	23 years
Date of appointment on the Board	May 30, 2015
Shareholding in Sword and Shield Pharma Limited	229400 Equity Shares of INR 10/- each fully paid up amounting to 4.45% of the shareholding of the Company as on March 31, 2018.
Directorship in any other Company	NIL

#### Route Map for the Venue of 23<sup>rd</sup> Annual General Meeting



## Directors' Report

To the Members of Sword and Shield Pharma Limited,

The Directors are pleased to present the Twenty Third Annual Report and Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2018

### 1. FINANCIAL AND OPERATIONAL HIGHLIGHTS

(Amount in INR)

<u>Particulars</u>	<u>2017-18</u>	<u>2016-17</u>
<b>Revenue from Operations</b>	2,89,462.00	8,85,768.00
<b>Other Income</b>	5,785.00	17,894.00
<b>Profit / (Loss) before Depreciation, Finance Costs, Exceptional items and Taxation</b>	(15,62,024.9)	(24,46,008.95)
<b>Less: Depreciation and Amortization expense</b>	0.00	0.00
<b>Profit / (Loss) before Finance Costs, Exceptional items and Taxation</b>	(15,62,024.9)	(24,46,008.95)
<b>Less: Finance Costs</b>	4,619.00	661.00
<b>Profit / (Loss) before Exceptional items and Taxation</b>	(15,66,643.90)	(24,46,669.95)
<b>Add: Exceptional items</b>	0.00	0.00
<b>Profit before Taxation</b>	(16,06,643.90)	(24,53,122.95)
<b>Less: Tax Expense</b>	0.00	0.00
<b>Discontinuing Operations</b>		
<b>Profit / (Loss) from discontinuing operations (before tax)</b>	0.00	0.00
<b>Profit / (Loss) for the year</b>	(16,06,643.90)	(24,53,122.95)
<b>Earnings Per Share (EPS)</b>		
<b>Basic</b>	(0.32)	(0.48)
<b>Diluted</b>	(0.32)	(0.48)

### 2. STATE OF COMPANY'S AFFAIRS

The year 2017-18 was another year of continuous efforts to improve operating performance and new initiatives for Sword and Shield. The Revenue from Operations were recorded as INR 2.89 Lakhs although comparatively less than last year but the Company has reduced its losses from INR 24.53 Lakh of last year to INR 16.06 Lakh for this year. The Company is no more engaged in the activity of Manufacturing Trading of Pharmaceutical and other allied Pharmaceutical Products as it was closed in the year 2015-16 due to slump sale of its Manufacturing Unit i.e. Factory Land and Building.

Several efforts were undertaken to improve the marketing of the Pharmaceutical and other allied products of the Company on Commission basis. The Management is taking every possible step to stream line its operations and to put the Company on growth.

After all legal procedures, compliances of several acts, and subsequent fillings made with BSE Ltd, the Company had received Observation letter on 5<sup>th</sup> May, 2018 regarding the draft scheme of arrangement between Sword and Shield Pharma limited and Praveg Communications Limited.