



Date: 12<sup>th</sup> April, 2019

To,  
The Secretary, Listing Department  
BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir/Ma'am

**Sub: Submission and declaration of Voting Result and scrutinizer Report**  
**Ref: Sword and Shield Pharma Limited (Scrip Id: SWORDNSH; Scrip code: 531637)**

With reference to captioned subject, we hereby submit the Consolidated Scrutinizer Report along with voting result of Tribunal convened Meeting of the Company held on April 10<sup>th</sup>, 2019 at the registered office of the Company.

As per the Report of Scrutinizer, the Resolution proposed at the Tribunal convened Meeting of the Company are passed with requisite majority by the members present at the Meeting through ballot form and through remote e-voting by the Shareholders of the Company.

Kindly take the same on the record and oblige us.

Thanking you

For, Sword and Shield Pharma Limited  
CIN: L24231GJ1995PLC024809

*Ankitaben*  
12/04/19  
Ankitaben Lunagariya  
Company Secretary





## VOTING RESULTS

## TRIBUNAL CONVENED MEETING OF SWORD AND SHIELD PHARMA LIMITED

General information about company	
Scrip code	531637
NSE Symbol	-
MSEI Symbol	-
ISIN	INE722B01019
Name of the company	Sword and Shield Pharma Limited
Type of meeting	Court Convened Meeting
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	10-04-2019
Start time of the meeting	10:00 AM
End time of the meeting	12.00 PM

Scrutinizer Details	
Name of the Scrutinizer	Anand Lavingia
Firms Name	Anand Lavingia
Qualification	CS
Membership Number	A26458
Date of Board Meeting in which appointed	08-03-2019
Date of Issuance of Report to the company	12-04-2019

Voting results	
Record date	04-04-2019
Total number of shareholders on record date	1002
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	1
b) Public	19
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	<a href="#">Add Notes</a>





Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the Scheme of Arrangement in the nature of Amalgamation between Praveg Communications Limited ("the transferor Company") and Sword and Shield Pharma Limited ("the transferee company") and their respective shareholders and creditors ("Scheme").				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	342500	231900	67.708	231900	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	4808100	2101763	43.7130	2101763	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total							
Total		5150600	2333663	45.3086	2333663	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0





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(B.Com., LL.B (Spl.) ACS)

Practicing Company Secretary

## CONSOLIDATED SCRUTINIZER'S REPORT

(In respect of Equity Shareholders)

To,

Ms. Ankita Patel

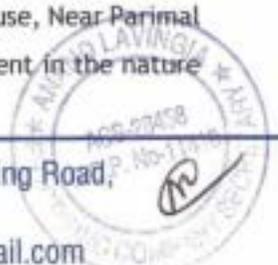
Chairperson appointed for the Meeting

**SWORD AND SHIELD PHARMA LIMITED**

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

**SUB: REPORT ON THE VOTING CONDUCTED THROUGH REMOTE E-VOTING AND PHYSICAL VOTING THROUGH BALLOT PAPERS AT THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF SWORD AND SHIELD PHARMA LIMITED ("THE COMPANY") HELD ON WEDNESDAY, THE 10TH APRIL, 2019 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.**

1. I, Anand S. Lavingia, Practicing Company Secretary, has been appointed by National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide its Order dated 25<sup>th</sup> February, 2019 as Scrutinizer for the purpose of scrutinizing;
  - i. The voting through remote e-voting process (electronic voting) held between Saturday 6<sup>th</sup> April, 2019 at 10.00 am and ended on Tuesday 9<sup>th</sup> April, 2019 at 5.00 pm pursuant to the provisions of Section 108 of the Companies Act 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations); and
  - ii. The poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules ("Physical Voting through Ballot Papers") at the venue of the Meeting in respect of the resolution contained in the Notice dated 6<sup>th</sup> March, 2019 (the Notice) of the NCLT Convened Meeting of the Equity Shareholders of the company (the Meeting), held on Wednesday, the 10<sup>th</sup> April, 2019 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, in the matter of Scheme of Arrangement in the nature





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of Amalgamation of Praveg Communications Limited ("Transferor Company" with Sword and Shield Pharma Limited ("Transferee Company") and their Shareholders and Creditors.

2. The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the SEBI (LODR) Regulations relating to remote e-voting and Physical Voting through Ballot Papers on the resolution contained in the notice of the Meeting.
3. My responsibility, as a scrutinizer for the voting process, was restricted to scrutinize the voting received through remote e-voting process and Physical Voting conducted through Ballot Papers at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on the reports generated from the remote e-voting system and Physical Voting conducted through Ballot Papers at the Meeting.
4. The Company appointed National Securities Depository Limited (NSDL), the Agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI (LODR) Regulations, 2015 to provide remote e-voting facility to the Equity Shareholders of the company.
5. The voting was conducted to consider, and if thought fit, to pass with or without modification, the following resolution under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with requisite majority;

*"RESOLVED THAT, pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, Ahmedabad Bench ("Tribunal") and such other approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Registrar of Companies, Ahmedabad, The Regional Director or such other competent authority as may be applicable, and the confirmations, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and as agreed by the Board of Directors of the Company, Scheme of Arrangement in the nature of Amalgamation between Praveg Communications Limited ("the transferor company") and Sword and Shield Pharma Limited ("the transferee company") with effect from 1<sup>st</sup> April, 2016 being the appointed date, be and is hereby approved."*





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*"RESOLVED FURTHER THAT, the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the statutory authorities, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper."*

6. The Shareholders holding shares as on the "cut off" date i.e. 4<sup>th</sup> April, 2019 were entitled to vote on the proposed resolution reproduced above.
7. The e-voting period commenced on Saturday 6<sup>th</sup> April, 2019 at 10.00 am and ended on Tuesday 9<sup>th</sup> April, 2019 at 5.00 pm.
8. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on Tuesday 9<sup>th</sup> April, 2019 at 5.00 pm, the e-voting portal was blocked for voting.
9. The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the Shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence, there is no requirement of maintaining the list of shares with differential voting rights.
10. The details containing, inter alia, list of Equity Shareholders, who voted "For" or "Against" the resolution through remote e-voting were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com>. As per the details downloaded from the website of NSDL, no shareholder has voted through remote e-voting portal.
11. 20 Shareholders holding 2333663 shares in aggregate were present in person or through proxy at the NCLT Convened Meeting of the Equity Shareholders.
12. The Physical Voting conducted through Ballot Papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (MCS Share Transfer Agent Limited) and the authorizations / proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting.
13. The summary of voting through remote e-voting and Physical Voting conducted through Ballot Papers at the NCLT convened meeting is as under:

**i. VOTED IN FAVOUR OF THE RESOLUTION:**





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Mode of Voting	Number of Members Voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Physical Voting through Ballot Paper at Meeting	20	100.00	2333663	100.00
Remote E-Voting	0	0.00	0	0.00
<b>Total</b>	<b>20</b>	<b>100.00</b>	<b>2333663</b>	<b>100.00</b>

ii. VOTED AGAINST OF THE RESOLUTION:

Mode of Voting	Number of Members Voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Physical Voting through Ballot Paper at Meeting	0	0.00	0	0.00
Remote E-Voting	0	0.00	0	0.00
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

Note: Excluding invalid votes

iii. THERE WERE NO INVALID VOTES.

14. The postal ballots and all other relevant records are handed over to the Company Secretary of the Company for safe custody.

Thanking You

Place: Ahmedabad

Date : April 12, 2019

Signature:

Name of Company Secretary : Anand S. Lavingia

ACS No.: 26458 C. P. No.: 11410

