

NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

Notice of the Twenty Second Annual General Meeting



SWORD AND SHIELD PHARMA LIMITED

CIN: L24231GJ1995PLC024809

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

Website: www.swordnshieldpharma.com | e-Mail: swordnshield1995@gmail.com

Contact: +91 98250 79759

Notice

NOTICE is hereby given that the Twenty Second (22nd) Annual General Meeting (AGM) of the Members of Sword & Shield Pharma Limited will be held on Friday, September 29, 2017 at 09.00 A. M. 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, 2017 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 Second Annual General Meeting until the conclusion of the Twenty Third 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 Second Annual General Meeting until the conclusion of the



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Twenty Third 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”.

Registered Office

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

For and on behalf of the Board

For, **SWORD AND SHIELD PHARMA LIMITED**

DARSHIL HIRANANDANI

**COMPANY SECRETARY AND COMPLIANCE
OFFICER**

(ACS – 47986)

Place : Ahmedabad

Date : August 14, 2017

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN 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. FORM OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE ANNUAL GENERAL MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / LETTER OF AUTHORITY, AS MAY BE APPLICABLE.
2. 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 has extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in this notice, in addition to the voting at the Annual General Meeting. Instructions for e-voting are as below:

Instructions for e-voting

- A. The e-voting commences on Tuesday, September 26, 2017 at 10:00 A. M. IST and ends on Thursday, September 28, 2017 at 5:00 P. M. IST. During this period, the Shareholders holding shares in dematerialized or physical form, as on the cut-off date i.e., Friday, September 22, 2017, may cast their vote electronically.
- B. In case of Members receiving e-mail from National Securities Depository Ltd. (‘NSDL’):
 - i. Open the e-mail and also open the PDF file viz. “SSPL e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.



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NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “SSPL e-voting.pdf”.

- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder-Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote.

NOTE: Shareholders who forgot the User Details / Password can use “Forgot User Details / Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com>.

For Shareholders holding shares in demat mode, User ID is the combination of (DP ID+Client ID).

For Shareholders holding shares in physical mode, User ID is the combination of (Even No+Folio No).

- v. If you are logging in for the first time, please enter the User ID and password provided in the attached PDF file as initial password.
- vi. Password change menu appears, Change the password 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. Please note that login to 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 ‘Forgot Password’ option available on the site to reset the same.
- vii. Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
- viii. Select Electronic Voting Event Number (EVEN) of Sword & Shield Pharma Limited, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- ix. Now you are ready for “e-voting” as “Cast Vote” page opens.
- x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- xi. 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: swordnshield1995@gmail.com with a copy marked to evoting@nsdl.co.in.
- xii. Upon confirmation, the message “Vote cast successfully” will be displayed.



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- xiii. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
- C. In case of Members receiving notice by Post and desiring to cast e-vote:
- i. Initial password, along with User ID and Electronic Voting Event Number (EVEN) is provided in the table given in the Notice hereto.
 - ii. Please follow all steps from Sl. No. ii to Sl. No. xii given above to cast your vote.
- D. You can also update your mobile / phone number and e-mail id in the user profile details of the folio.
- E. In case of any queries you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.
3. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date, i.e. Friday, September 22, 2017.
 4. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
 5. 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.
 6. Any person, who acquires shares and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, September 22, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the RTA.
 7. The facility for voting through Ballot Paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot paper.
 8. 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.
 9. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 submit not later than two days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized in writing, who shall countersign the same. The Chairman / Authorised person shall declare the results of the voting forthwith, which shall not be later than 7 PM on Monday, October 1, 2017.



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10. 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.
11. The result declared, along with the Scrutinizer's Report shall be placed on the Company's website www.swordnshieldpharma.com investors and on the website of NSDL after the results are declared by the Chairman / Authorised person and also be communicated to the Stock Exchanges where the Company is listed.
12. 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, September 23, 2017 to Saturday, September 30, 2017 (both the days inclusive).
13. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume/details of Mr. Pravinbhai Patel (DIN: 01877446), who retires by rotation and being eligible, offers himself for reappointment.
14. Member(s) must quote their Folio Number / DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company / RTA.
15. SEBI has made it mandatory to quote Permanent Account Number (PAN) for transfer / transmission of shares in physical form and hence, the transferee(s)/legal heir(s) is required to furnish a copy of his / her PAN to the Company / RTA.
16. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
17. Member(s) holding shares in physical form is / are requested to notify immediately any change in their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. In case of shares held in electronic mode, the request for change of address should be made to the respective DPs with whom the Member(s) is / are holding the demat account.
18. Pursuant to Section 101 of Companies Act, 2013, read with the relevant rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its Members. Accordingly, the said documents of the Company for the Financial Year ended March 31, 2017 will be sent in electronic form to those Members who have registered their e-mail addresses with their DPs / RTA and made available to the Company. However, in case a Member wishes to receive a physical copy of the said documents, the Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to swordnshield1995@gmail.com / mcsahmd@gmail.com. Accordingly, the Company shall update its database by incorporating / updating the designated e-mail address in its records. Please note that the said documents will also be uploaded on the website of the Company at www.swordnshieldpharma.com and made available for inspection at the Registered Office of the Company during business hours of the Company. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.



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19. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and or bank account mandates to their respective DPs only and not to the Company / RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic / demat form.
20. Guidelines for attending the Twenty Second (22nd) Annual General Meeting (AGM) of the Company:
- i. Members / proxies are requested to affix their signature at the space provided in the attendance slip and handover the same at the entrance of the venue of the Twenty Second (22nd) Annual General Meeting (AGM).
 - ii. Corporate Member(s) intending to send their authorized representatives to attend the AGM are requested to send a certified copy of Board Resolution authorizing such representative to attend and vote on its behalf, at the Meeting.
 - iii. Member(s) are requested to bring the copy of the Annual Report to the AGM.
 - iv. The identity / signature of the Members holding shares in demat form are liable for verification with the specimen signatures furnished by NSDL / CDSL. Such Members are advised to bring the DP ID, Client ID and the relevant identity card to the AGM for easier identification and recording of attendance at this AGM.
21. All documents as mentioned in the resolutions and or Explanatory Statement are available for inspection by the Members at the Registered Office of the Company during business hours on any working day and will also be made available at the venue of the Twenty Second AGM.
22. Members seeking any information with regard to the accounts are required to write to the Company at swordnshield1995@gmail.com at an early date, so as to enable the management to keep the information ready at the Twenty Second AGM.

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

Place : Ahmedabad
Date : August 14, 2017

For and on behalf of the Board
For, **SWORD AND SHIELD PHARMA LIMITED**
DARSHIL HIRANANDANI
COMPANY SECRETARY AND COMPLIANCE
OFFICER
(ACS – 47986)



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Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards.

Mr. Pravinbhai Patel – Managing Director (Item Number 2)

- **Brief Resume and Expertise of Mr. Pravinbhai Patel:**

Mr. Pravinbhai Patel, a first generation entrepreneur aged 60 years 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.

- **Disclosure of relationship between Directors Inter se, Manager and KMP:**

He is the husband of Mrs. Jyotsaben Patel the Executive Woman Director of the Company.

- **Date of appointment on the Board:**

May 30, 2015

- **Name/s of Listed Companies (other than Sword & Shield Pharma Limited) in which the person holds the Directorship and the Membership of Committees of the Board:**

Nil

- **Details of Shareholding:**

Mr. Pravinbhai Patel holds 229400 Equity Shares of INR 10/- each, fully paid up amounting to 4.45% the of shareholding of the Company as on March 31, 2017.

- **Number of Board Meetings attended during the year (April 01, 2016 to March 31, 2017):**

Total Number of Board meetings held	: 6
Total number of Board meetings attended	: 6

- **Committee Details in Sword & Shield Pharma Limited (only Audit Committee):**

As a Chairman	– None
As a Member	– 1

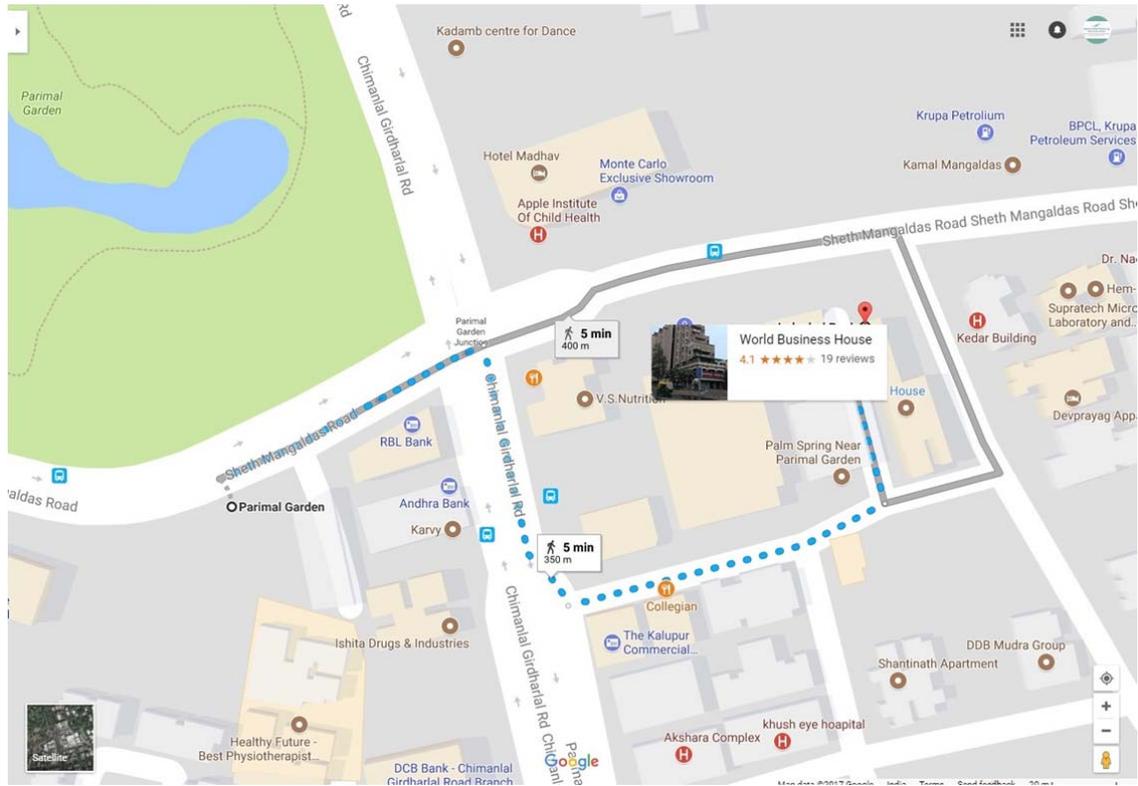
- **Last drawn Remuneration:**

INR 20 Lakh per annum



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Route Map for the venue of the meeting



SWORD AND SHIELD PHARMA LIMITED
CIN: L24231GJ1995PLC024809
**Registered Office: 55, World Business House,
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Website: www.swordnshieldpharma.com | e-Mail: swordnshield1995@gmail.com
Contact: +91 98250 79759
Twenty Second Annual General Meeting – September 29, 2017
Form No. MGT-11
Proxy Form
**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the Shareholder(s)	
Registered Address	
E-Mail ID	
DP ID*	
Client ID*	
Folio No	

*Applicable for investors holding shares in electronic form.

I / We, being the Member(s) of _____ shares of Sword & Shield Pharma Limited (the above named Company), hereby appoint:

Name	Address
E-Mail ID	Signature
or failing him / her	
Name	Address
E-Mail ID	Signature
or failing him / her	
Name	Address
E-Mail ID	Signature

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Second Annual General Meeting of the Company, to be held on Friday, September 29, 2017, at 9:00 A. M. at the Registered Office of the Company situated at 55, World Business House, Near Parimal



Garden, Ambawadi, Ahmedabad – 380 006, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 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		

Signed this day of 2017.

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip / Proxy.



SWORD AND SHIELD PHARMA LIMITED**CIN: L24231GJ1995PLC024809****Registered Office: 55, World Business House,
Near Parimal Garden, Ambawadi, Ahmedabad – 380 006****Website: www.swordnshieldpharma.com | e-Mail: swordnshield1995@gmail.com****Contact: +91 98250 79759****Twenty Second Annual General Meeting – September 29, 2017
Attendance Slip****Please complete the attendance slip and hand it over at the entrance of the meeting hall.**

1. Name of the Attending Member _____
(In block letters)
2. Regd. Folio Number _____
3. DP Id.* _____
4. Client Id.* _____
5. Name of the Proxy (in Block Letters) _____
(To be filled in if the proxy attends instead of member)
6. No. of shares held _____

I hereby record my presence at the Twenty Second (22nd) Annual General Meeting (AGM) at 55, World Business House, Near Parimal Garden, Ambawadi, Ahmedabad – 380 006 on Friday, 29th day of September, 2017 at 9.00 a.m.

*Applicable for Investors holding shares in electronic form

Signature of Shareholder / Proxy Holder

Note:

- Shareholders / Proxy holders are requested to bring the attendance slip with them when they come to the meeting. No attendance slip will be issued at the time of meeting.





SWORD AND SHIELD PHARMA LIMITED

CIN: L24231GJ1995PLC024809

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Contact: +91 98250 79759

Registration of email address for future communication

Name of the Shareholder:	E-Mail ID:
Address:	
Client Id / Folio No. (in case of physical holding):	
DP Id:	
Signature:	

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(To be retained throughout the meeting)

E-VOTING SLIP



SWORD AND SHIELD PHARMA LIMITED

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Contact: +91 98250 79759

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
106755		

Note:

1. The e-voting commences on Tuesday, September 26, 2017 at 10:00 A. M. IST and ends on Thursday, September 28, 2017 at 5:00 P. M. IST.
2. Please read instructions given overleaf before voting electronically.

