CS Anand S. Lavingia (ACS, LL.b (Spl.), B.Com) Practising Company Secretary

To,

The Board of Directors SWORD & SHIELD PHARMA LIMITED

Registered Office:

311, Rajkamal Plaza, B/h Old Highcourt, Income Tax Ahmedabad – 380 014

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT FOR THE QUARTER ENDED ON DECEMBER 31, 2015

I have examined the Register of Members, beneficiaries' details furnished by the depositories and the records/documents maintained by M/s. Sword & Shield Pharma Limited for issuing Certificate in accordance with Circular No. D & CC/FITTC/CIR/16/2002 dated December 31, 2002 issued by SEBI.

In my opinion and to the best of my knowledge and according to the information and explanation given to me on based on such verification as considered necessary I hereby certify that;

| 1 | For the quarter ended | DECEMBER 31, 2015 | | | |
|---|---|---|--|--|--|
| 2 | ISIN | INE722B01019 | | | |
| 3 | Face Value | Equity Shares of Rs. 10 each | | | |
| 4 | Name of the company | SWORD & SHIELD PHARMA LIMITED | | | |
| 5 | Registered office Address | 311, RAJKAMAL PLAZA-B, 4/B, SATTAR TALUKA SOCIETY, OPP. OLD HIGH COURT, AHMEDABAD – 380 014 | | | |
| 6 | Correspondence Address | 311, RAJKAMAL PLAZA-B, 4/B, SATTAR TALUKA SOCIETY, OPP. OLD HIGH COURT, AHMEDABAD – 380 014 | | | |
| 7 | Telephone & fax Nos. | Telephone: 079- 27543290 | | | |
| 8 | E-mail Address | sspl2004@yahoo.com / cs@vvpatelcompany.com | | | |
| 9 | Name of the Stock Exchanges Company's securities are listed | Bombay Stock Exchange Ltd. | | | |

| | Particulars | No. of Shares | % of total Issued Capital |
|----|----------------|---------------|------------------------------|
| 10 | Issued Capital | 5150600* | 100.00 |

415-416 4th Floor, Pushpam Complex, Opp. Seema Hall, Anand Nagar Road, Satellite, Ahmedabad - 380 051 Contact Details: O/Fax - 079-40051702, M: 94270 49481 avingia

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| 11 | Listed Capital (exchange wise) (as per Company records) | 5150600 | 100.00 |
|----|--|---------|---------|
| 12 | Held in Dematerialized Form in CDSL | 639887 | 12.4235 |
| 13 | Held in Dematerialized Form in NSDL | 2370913 | 46.0317 |
| 14 | Physical | 2139800 | 41.5447 |
| 15 | Total No. of Shares (12+13+14) | 5150600 | 100.00 |

| 16 | Reasons for difference, if any, between (10&11), (10&15), (11&15) | Not Applicable |
|----|---|----------------|
| 17 | Certifying the details of changes in Share Capital during the Quarter under consideration as per the table below. | Not Applicable |

| Particulars | No. of Shares | Applied/Not Applied for Listing | Listed on Stock exchange (Specify Name) | Whether Intimated To CDSL | Whether Intimated to NSDL | In-principle Approval Pending For (Specify Name) |
|-------------|------------------|---------------------------------------|--|---------------------------------|---------------------------------|--|
| | | | Not Applicable | 9 | | |

| 18 | Register of members is updated if not, updated up to which date | Yes |
|----|---|-----|
| 19 | Reference of previous quarter with regards to excess dematerialized shares, if any. | Nil |
| 20 | 0 Has the company resolved the matter mentioned in point No.19 above in the current quarter? If not, reasons why? | |
| 21 | Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with reasons for delay. | |

| Total No. of Demat Requests | No. of requests | No. of shares | Reasons for Delay |
|---|-----------------|------------------|-------------------|
| a. Confirmed after 21 days | Nil | Nil | Nil |
| b. Pending for more than 21 days | Nil | Nil | Nil |

| 22 | Name Telephone & Fax No of the Compliance officer of the Co. | Name of Compliance Officer: Mr. Pravinbhai Patel - Compliance Officer Ph : +91 98250 79759 |
|----|--|--|
| 23 | Name, Address, Tel. & Fax No., Regn. No. of the Auditor | Name of Auditor: Mr. Anand S. Lavingia- Practising Company Secretary Address: 415 - 416 4th Floor, Pushpam |

415-416 4th Floor, Pushpam Complex, Opp. Seema Hall, Anand Nagar Road, Satellite, Ahmedabad - 380 051 Contact Details: O/Fax - 079-40051702, M: 94270 4948 Lavingia



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| | | Complex, Opp. Seema Hall, Anand Nagar |
|----|--|--|
| | | Road, Satellite, Ahmedabad – 380 051. |
| | | Contact Details: O/Fax - 079-40051702, |
| | | Tel. No.: +91 94270 49481 |
| | | Reg No.: C.O.P. No. 11410 |
| | | Email Id.: krishivadvisory@gmail.com |
| 24 | Appointment of Common Agency for | MCS Limited |
| | share Registry work | Address: 101, Shatdal Complex, 1st Floor, |
| | | Opp. Bata Show Room, Ashram Rd, Shreyas |
| | | Colony, Ahmedabad - 380 009. |
| | | Tel No.: 079-26582878 |
| | | Email ID: mcsahmd@gmail.com |
| 25 | Any other Detail that the auditor may like | The Company has been suspended from |
| | to provide | Bombay Stock Exchange Limited due to |
| | (e.g. BIFR company Delisting from SE) | Penal Reasons from 20 th September, 2006. |

On the basis of the information and explanations provided to me and records in the electronic mode produced to me for verification by the company as well as Registrar, I have verified the details and found it to be correct.

* Out of total (5150600) shares, 977366 shares are partly paid up.

Date : January 20, 2016 Place : Ahmedabad

Anand Lavingia COCS Anand Lavingia ACS 26 ACS 26458 COP 11410

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