

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

Practicing Company Secretary

To,  
The Managing Director  
Sword & Shield Pharma Limited,  
311, Rajkamal Plaza-B,  
4/B, Sattar Taluka Society,  
Opp. Old High Court.  
Ahmedabad – 380 014.

Dear Sir,

**Sub: Scrutinizer Report On Passing of resolution through Postal Ballot under relevant provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof)**

I, Anand S. Lavingia Practising Company Secretary, Ahmedabad, have been appointed as a scrutinizer of the company on 1<sup>st</sup> June 2015, to conduct the Postal Ballot process in respect of following resolution:

- (i) Special Resolution under Section 180(1) (a) of the Companies act, 2013 for sell, transfer the Factory of the Company situated at 3001/M, G.I.D.C. Phase – III, Chhatral. Dist: Gandhinagar – 382 729 on such terms and conditions as a going concern on a 'Slump Sale' basis for a consideration to be determined by Registered Valuer as may be agreed by the Board:

**I SUBMIT MY REPORT AS UNDER:**

1. The Company Completed the dispatch of Postal Ballot forms on Monday, June 01, 2015 along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members as on Friday May 29, 2015.
2. The Particulars of all Postal Ballot forms received from the Members have been entered in separate Register maintained for the purpose.
3. The postal ballot form duly opened in my presence and scrutinized by me and the details of shareholders were matched with Registered of Members of the Company as on Friday May 29, 2015.
4. All Postal Ballot received up to the close of working hours on Thursday the 23<sup>rd</sup> day of July, 2015, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
5. None of the envelope containing postal Ballot forms received after the business hours as aforesaid were considered.

Office No G 3, ShridharComplex, Nr. Meghdeep School, S M Overbridge Corner, Shyamal Cross Road,  
Satellite, Ahmedabad – 380051.



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6. To my information, there were no envelopes containing Postal Ballot forms, which were returned undelivered.
7. I did not find any defaced or mutilated ballot paper.
8. A summary of postal ballot forms received is given below:

**RESOLUTION: SPECIAL RESOLUTION UNDER SECTION 180(1) (A) OF THE COMPANIES ACT, 2013 FOR THE SELL, TRANSFER THE FACTORY OF THE COMPANY SITUATED AT 3001/M, G.I.D.C. PHASE – III, CHHATRAL. DIST: GANDHINAGAR – 382 729 ON SUCH TERMS AND CONDITIONS AS A GOING CONCERN ON A 'SLUMP SALE' BASIS FOR A CONSIDERATION TO BE DETERMINED BY REGISTERED VALUER AS MAY BE AGREED BY THE BOARD.**

	No. of Postal Ballot forms	No. of Shares of Rs. 10/- Each
Total Postal Ballot Cover sent	1345	5150600
<u>Less:</u> Postal Covers returned by Postal Authorities	0	
Members who have not exercised their Voting Rights	1333	4661400
<u>Less:</u> Invalid Vote	0	
Members who have exercised their Voting Rights (Valid Votes)	12	489200
Members who have voted against the Resolution	01	10000
Members who have voted for the Resolution	11	479200
	12	489200

9. Accordingly, I report that out of total of 12 members holding 4,89,200 shares, who have exercised their voting rights (valid votes), 11 members holding 4,79,200 shares have voted in favour of the special resolution which work out to 91.67% of the total votes polled in respect of the special resolution authorizing the Board Of Directors to sell, transfer the factory of the company situated at 3001/M, G.I.D.C. Phase – III, Chhatral. Dist: Gandhinagar – 382 729 on such terms and conditions as a going concern on a 'slump sale' basis for a consideration to be determined by registered valuer as may be agreed by the board as set out Item No 1 of the notice dated June 01, 2015.
10. I hereby confirm that I have maintained the Registers 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, nominal value of such shares and whether the shares have differential voting rights in respect of the votes cast through E- voting and by poll by the shareholders of the Company. I shall arrange to hand over these records to you or such other person authorized by you.

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11. I have handed over the Postal Ballot forms and other related papers/registers, and records for safe custody to the company.
12. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You

Yours Faithfully



Anand S. Lavingia  
Company secretary in practice  
Membership No.:- 26458  
C.P. No.:- 11410

Place: Ahmedabad  
Date: July 25, 2015

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Scrutiniser's Report

(Pursuant to section 108 of the companies Act, 2013 and Rule 20(3)(xi) of the companies  
(Management and Administration) Rules, 2014)

To,

The Managing Director of SWORD & SHIELD PHARMA LIMITED ('The company') Scrutinizer Report On  
Passing of resolution through Postal Ballot.

Dear Sir,

1. I, CS Anand S. Lavingia, a Company Secretary in whole Time practice, have been appointed by the Board of Directors of **SWORD & SHIELD PHARMA LIMITED** ('The company') as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the companies Act, 2013 read with Rule 20 of the companies Act (Management and Administration) Rules, 2014 as contained in the notice of the Postal Ballot.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of Postal Ballot. My responsibility as a scrutiniser for the e voting process is restricted to make a scrutiniser's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorised agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
  - i. The e-voting period remained open from **Tuesday July 21, 2015 (9:00 am) to Thursday, July 23, 2015 (6:00 pm)**.
  - ii. The members of the company as on "cut-off" date i.e., **Friday, May 29, 2015** were entitled to vote on the resolutions (Item No.1) as set out in the notice of the postal Ballot.
  - iii. The votes cast were unblocked on **Saturday July 25, 2015** during the working hours in the presence of two witnesses. i.e Darshil Hiranandani and Jañak Patel.

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**Result of E-voting :**

Promoter/ Public	No. of shares held  (1)	No. of votes  (2)	% of Votes on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in Favour (4)	No. of Votes - against  (5)	% of Votes in favour on total votes (6)=[(4)/(2)] *100	% of Votes against on Total votes (7)=[(5)/(2)] *100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Note:** No member opted for e-voting option.

Thanking you  
For, CS Anand S. Lavingia



Anand S. Lavingia  
Company secretary in practice  
Membership No.:- 26458  
C.P. No.:- 11410



Place: Ahmedabad  
Date: July 25, 2015

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I, Anand S. Lavingia Practising Company Secretary, Ahmedabad, scrutinizer appointed to scrutinize Postal Ballot process, on Passing of resolution through Postal Ballot.

Under Clause 35A of the Listing Agreement the report is handed over to the Managing Director of the Company.

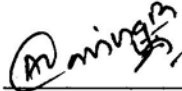
Registers maintained electronically containing the assent or dissent received, mentioning the particulars of name, address, folio number or Client ID of the shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights in respect of the votes cast through E- voting and by poll by the shareholders of the Company.

The resolution was successfully passed with the requisite majority.

Kindly take my report as a scrutinizer on your record and oblige.

Thanking You

Yours faithfully



Anand S. Lavingia  
Company secretary in practice  
Membership No.:- 26458  
C.P. No.:- 11410



Place: Ahmedabad

Date: July 25, 2015

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