

SWORD & SHIELD PHARMA LIMITED
CIN: L24231GJ1995PLC024809
Registered office: 311, Rajkamal Plaza-B, 4/B, Sattar Taluka Society,
Opp. Old High Court. Ahmedabad – 380 014
Tel: 079 – 2754 3290, Fax: 079 – 2754 5471,
Email Id: sspl2004@yahoo.com

NOTICE OF POSTAL BALLOT

To

The Members,

Notice pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

Notice is hereby given, Pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for time being in force) for seeking consent of Members of the Company by Passing the following Resolution through Postal Ballot.

Item No.1: Sale of Factory Land of the Company situated at 3001/M, G.I.D.C. Phase – III, Chhatral. Dist: Gandhinagar – 382 729.

To consider and if thought fit to give ascent/dissent to the following resolutions as Special Resolution:

“RESOLVED THAT Pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013, Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) where the Shares of the Company are listed and any other law for time being in force and subject to Secured lender’s approvals and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary to be obtained from appropriate Government Authority(s), Department(s), Office(s), Institution(s), Body(ies) and Agency(s) and subject to terms, conditions, alternations and /or modifications, if any, as may be stipulated by any Authority while granting, such approvals, consents, permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorised by the Board in its behalf) consent of the members of the company be and is hereby accorded 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and such matters and things, as may be necessary, including, finalising, varying and settling the terms and

conditions to sell, transfer, assignee, convey and deliver the API business and to finalise, execute, deliver and perform, such agreements (including what not limited to the agreement to sell business), contracts, deeds, undertaking another documents, file applications and make representations, in respect thereof and seek requisite approval from the relevant authorities and Secured Creditors, including Government Authorities, Bank and Financial Institutions, suitably inform and apply on the concerned Authorities, including in respect of its requirements of the Central and/ or State Government(s) and/or local authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolutions to any Director(s) or any Committee of Directors or any other Officer(s)/ Authorise representative(s) of the Company to give effect to this Resolutions.”

By order of the Board

For, **Sword & Shield Pharma Limited**

Pravinbhai Patel
Managing Director
DIN: 01877446

Place : Ahmedabad

Date : June 1, 2015

NOTES:

1. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) and Registrar of Transfer Agent (RTA) on May 29, 2015.
2. In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules 2014, the Company is offering e-voting facility to all the Shareholders of the Company, will be facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Physical Postal Ballot Form wherever e-mail ID is registered E-voting is optional.

“VOTING THROUGH ELECTRONIC MEANS”

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS –

I. In case of members receiving e-mail:

1. If you are holding shares in Demat form and had logged on to www.evotingindia.com and have casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
2. Log on to the e-voting website www.evotingindia.com.
3. Click on “Shareholders” tab to cast your votes.
4. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID. Next enter the Image Verification as displayed and Click on Login	Folio Number registered with the Company. Next enter e Image Verification as displayed and Click on Login
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders holding shares in demat mode as well as shareholders holding shares in physical mode)	

ANY OF THE FOLLOWING

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
-----	---

OR

Dividend Details	Bank	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or dividend Bank details in order to login. If the details are not recorded with the depository or company please enter number of shares held by you as on the cut off date in the Dividend Bank details field.
---------------------	------	--

*For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

Incase either of the details are not recorded with the depository please enter **<No. of shares held by you as on Friday, May 29, 2015>** in the Dividend Bank details field.

5. Now, select the Electronic Voting Sequence Number ("EVSN") 150715014 along with **"SWORD & SHIELD PHARMA LIMITED"** from the drop down menu and click on "SUBMIT".
6. After entering these details appropriately, click on **"SUBMIT"** tab.
7. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
8. Click on the relevant EVSN on which you choose to vote.
9. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
10. Click on the "Resolutions File Link" if you wish to view all the Resolutions.

11. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

II. In case of members receiving the physical Postal Ballot Forms [for members whose e-mail IDs are not registered with the Company / Depository participant(s) or requesting physical copy]:

Please follow all steps from Sr. No. (2) to Sr. No. (12) above, to cast vote.

- III. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- IV. E-voting period begins on **Tuesday, July 21, 2015 (9:00 am)** and ends on **Thursday, July 23, 2015 (6:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, May 29, 2015**.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- I. Every member who has casted their vote(s) on the resolution through e-voting, shall not be allowed to vote in the Postal Ballot Form.
- II. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- III. CS Anand S. Lavingia, Practising Company Secretary (Membership No.: ACS 26458; CP No: 11410) (Address: G-3, Shridhar Complex, Near S.M. Overbridge. Shyamal Cross Roads. Ahmedabad – 380 051, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- IV. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, 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 forth with to the Chairman of the Company.

- V. The Results shall be declared on Saturday, July 25, 2015. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.swordnshieldpharma.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions of the Company and communicated to the BSE Limited, where the shares of the Company are listed.
- VI. The resolutions shall be deemed to be passed on the last date of e-Voting, subject to receipt of sufficient votes.
- VII. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- VIII. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- IX. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- X. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details

Company	:	Sword & Shield Pharma Limited Regd. Office: 311, Rajkamal Plaza-B, 4/B, Sattar Taluka Society, Opp. Old High Court. Ahmedabad – 380 014 CIN: L24231GJ1995PLC024809 E-mail ID: sspl2004@yahoo.com / cs@vvpatelcompany.com
Registrar and Transfer Agent	:	MCS Limited 101, Shatdal Complex, 1st, Floor, Ashram Road, Ahmedabad – 380 009 E-mail: mcsahmd@gmail.com
e-Voting Agency	:	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	:	CS Anand Lavingia Practising Company Secretary E-mail ID: krishivadvisory@gmail.com

Annexure to the Notice.

EXPLANATORY STATEMENT (Pursuant to section 102 of the Companies Act, 2013)

Item No.1

The Company has a factory at **3001/M, G.I.D.C. Phase – III, Chhatral. Dist: Gandhinagar – 382 729**. To achieve higher growth and to in need of the capital requirements the company has plans to sell the factory for scaling up the business. The Board is of an opinion that to achieve higher growth and we need capital so that we can focus more the main objects of the business. In terms of section 181 (a) of the Companies act 2013, consent of the members of the company is required for sell, lease or other dispose of the whole or substantially the whole or any undertaking of company. The transaction as set out in the resolution is covered under the said section Accordingly the Board recommends the special resolution for your approval.

The Directors and Key Managerial Person (KMP) may be deemed concerned or interested to the extent of their shareholding in the company