



## **Sword & Shield Pharma Ltd.**

REGD. OFFICE :  
311, Rajkamal Plaza-B,  
Nr. Samruddhi Bldg., Opp. Old High Court,  
Income Tax, Ahmedabad-380 014.

**18th Audit Report For the  
A/C. Year 2012-2013**

# **Sword & Shield Pharma Ltd.**

BOARD OF DIRECTORS : PRAVINBHAI M. PATEL - MANAGING DIRECTOR  
JYOTSHNABEN PATEL - DIRECTORS  
HIMANSHU PATEL - DIRECTORS  
PROBI PRAVINBHAI PATEL - DIRECTOR

ADDRESS : JANAK SONI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
106, HAASH COMPLEX, NEAR ELLISBRIDGE POLICE LINE  
NEAR LAW GARDEN AND NAGARI HOSPITAL,  
ELLISBRIDGE, AHMEDAD-380 006.

REGISTERED OFFICE : 311, RAJKAMAL PLAZA-B,  
NR. SAMRUDDHI BUILDING,  
OPP. HIGH COURT,  
AHMEDABAD.

FACTORY : 3001/M, G.I.D.C.,  
PHASE - III, AT-CHHATRAL,  
DIST. : GANDHINAGAR.

BANKERS : HDFC BANK LIMITED  
THE UNITED CO-OPERATIVE BANK LTD.  
PUNJAB NATIONAL BANK

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## NOTICE TO THE MEMBERS

Notice is Hereby Given That The 18<sup>TH</sup> Annual Genneral Meeting of the members of Sword & Shield Pharma Ltd will be held on 28/09/2013 at 10:00 AM at the Shree Sattar Taluka Audichya Sahastra Gyanti Samaj, 6, Sattar Taluka Society, Navjivan press road, Ahmedabad-14 at to transact the following business:

1. To consider and adopt the balance sheet as on 31 March, 2013 and the reports of Directors and Auditors thereon.

"RESOLVED THAT the audited balance sheet as at March 31, 2013 and the profit and loss account of the Company for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to the meeting, be and the same are hereby, approved and adopted."

2. To consider and appoint, reappoint of the Directors liable to retire by rotation.

"Resolved that pursuant to the provisions of section 256 of Companies Act 1956, Ms. Jyotsana Patel, Director of the Company liable to retire by rotation, being eligible for reappointment, be and is herewith reappointed as Director of the Company."

3. To consider & appoint Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company & to fix their remuneration.

"Resolved that M/s Janak Soni & Associates., Chartered Accountant, Ahmedabad be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the company at such remuneration as shall be fixed by the Board of Directors"

**Date: 14/08/2013**

**For Sword and Shield Pharma Limited**

**Place: Ahmedabad**

**Pravin Patel  
Chairman**

### **Note :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend & vote instead of himself and proxy need not be the member of the company. The proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The register of Members and the share Transfer Books of the Company will remain closed from 24/09/2013 to 28/09/2013.
3. Members desirous to obtaining any information concerning the accounts & operations of the company and requested to address their questions in writing to the company atleast 7 days before the date of the meeting, so that the information required may be made available at the meeting.
4. Members are requested to bring the admission slips along with their copies of the annual report into meeting.

**Date: 14/08/2013**

**Place: Ahmedabad**

**By Order of the Board of Director**

**Sd/-  
Managing Director**

# **Sword & Shield Pharma Ltd.**

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## **DIRECTOR'S REPORT**

The Members,

Your Directors Feel pleasure in presenting the 18<sup>th</sup> Annual Report on the business and operations of the Company and the financial accounts for the year ended 31<sup>st</sup> March 2013.

### **OPERATIONS:**

The slack economic condition is prevailing to the Industries in the Country. The net loss for the year ended on 31<sup>st</sup> March 2013 amounts to Rs. (-24,99,931/-). The accumulated Loss Account of the company stand to (34,643,790/-) the Board of the Directors of the company are putting constant efforts to overcome the touch market.

### **DIVIDEND**

As the company is facing heavy losses, The Board of Directors do not recommend any Dividend.

### **DEPOSITS**

The company has not accepted any deposits from the public during the year under review.

### **DIRECTORS**

Smt. Jyotsanaben Patel, being a Director liable to retire by rotation and being longest in the office, shall retire by rotation and being eligible for reappointment, offers herself for reappointment.

### **AUDITORS**

M/s Janak Soni & Associates, Chartered Accountant, Ahmedabad being statutory auditors of the company, shall retire at the annual general meeting and eligible offer herself for re-appointment.

### **COMPLIANCE CERTIFICATE**

In terms of Section 383A of the Companies act, 1956 and Companies (Compliance Certificate) Rules 2002, Compliance Certificate obtained is attached herewith.

### **DIRECTOR RESPONSIBILITY STATEMENT**

The directors declare and confirm:

- (A) That in presentation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure.
- (B) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on 31<sup>st</sup> March, 2013 and the profit of the company for that year.
- (C) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records for the year ended 31<sup>st</sup> March 2013, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detection of fraud and other irregularities.
- (D) That the directors had prepared the accounts for the financial year ended 31<sup>st</sup> March 2013, on a going concern basis.

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## Annexure – A

### Statement containing particulars pursuant to the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors Report

#### I) Conservation of Energy:

##### a) Energy Conservation Measures Taken :

The maintenance of all electrical installation has been carried out continuously. The preventing maintenance program implemented by the company has helped the company to save any possible loss of energy.

##### b) Additional investments and proposal, if any being implemented for reduction of Consumption of Energy: Nil

##### c) Impact of measures at a) & b) above for reduction of energy consumption and consequent impact on cost of production of goods:

The company was able to prevent any possible waste of energy consumption.

##### d) Total energy consumption and energy consumption per unit of production in prescribed Form A are mentioned below:

#### Form 'A'

#### 1 – Power and Fuel Consumption:

##### ? Electricity:

##### i. Purchased (GEB):

Units (KWS): 53088 Units  
Total Amount (RS): 5,04,055.00 Rs.  
Average Rate/Unit (Rs): 9.50 Rs per Unit (Including All Charges)

##### ii. Own Generations :

Units (KWS): Not Applicable  
Total Amount (RS): Not Applicable  
Average Rate/Unit (Rs): Not Applicable

##### ? Coal (Grade C&D) and Lignite :

Quantity (in '000MT ): Not Applicable  
Total Cost (Rs in Lacks ): Not Applicable  
Average Rate (in Rs per MT ): Not Applicable

##### ? Furnace Oil

Quantity (in '000MT): Not Applicable  
Total Cost (Rs in Lacks): Not Applicable  
Average Rate (in Rs per MT): Not Applicable

**Other / Internal Generation: Not Applicable**

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## 2 – Consumption per Unit of Production:

Sr No.	Particulars	Production Units	Standards, If any	Current Year	Previous Year	Reasons for Variation
1	Electricity(HP)	–	–	–	–	–
2	Furnace Oil(KWH)	–	–	–	–	–
3	Coal (Grade C&D) and Lignite (MT)	–	–	–	–	–
4	Others	–	–	–	–	–

### I) Technology Absorption :

The technology adopted is indigenous and hence there is no question of technology.

### II) Foreign Exchange & Outgo :

1. Activities relating to exports, initiatives taken to increase exports, development of new export markets for products services and export plans:

The company exploring international market and negotiating with a few foreign buyers for obtaining the order. The company's products are export oriented; hence almost all productions will be exported.

2. Total Foreign Exchange Earned: Not Applicable.

Date: 14/08/2013  
Place: Ahmedabad

By Order of the Board of Director  
For Sword and Shield Pharma Limited

Sd/-  
Pravin Patel  
Managing Director

**PRACITING COMPANY SECRETARIES**  
**Ahmedabad**

**COMPLIANCE CERTIFICATE**

**Comp. No: L24231GJ1995PLC024809**

**Authorized Share Capital: Rs. 6,00,00,000/-**

To,  
The Members,  
**M/S. SWORD AND SHIELD PHARMA LIMITED.**  
Ahmedabad.

We have examined the registers, records, books and papers of **M/S SWORD AND SHIELD PHARMA LIMITED** (The Company) as required to be maintained under the Companies Act, 1956 (The Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March 2013. In our opinion and to the best of our information and according to examination carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the registers as stated in Annexure 'A' to this certificate as per the provisions and the rules made there under and all the entries therein have duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrars of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under Act and the rules prescribed there under.
3. The Company being public limited company, no comments are required.
4. The Board of Directors duly met 6 times during the year under review, respectively on 25/05/2012, 17/07/2012, 06/09/2012, 10/10/2012, 29/10/2012, 30/01/2013 in respect of which meetings, proper notices were given and the proceedings thereof were properly recorded and signed in the Minute books maintained for the purpose.
5. The Company has closed its Register of Members from 25<sup>th</sup> September 2012 to 28<sup>th</sup> September 2012 in compliance with Section 154 of the Companies Act 1956.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March 2012 was duly convened and held on 29/09/2012 after giving due notice to the members of the company and the resolutions passed there at have duly been recorded in Minute books maintained for the purpose.
7. During the year no Extra Ordinary General Meeting was held.
8. The Company has not advanced loans to its Directors and / or persons or firms or companies referred in Section 295 of the Companies Act 1956 during the year.
9. The Company has not entered into any contract fallin g within the purview of Section 297 of the Act. We are yet to verify the register.
10. The Company has made necessary entries in the Registers maintained under Section 301 of the Act. We are yet to verify the register.

# **J. AKHANI & ASSOCIATES**

**PRACTICING COMPANY SECRETARIES**  
**Ahmedabad**

1. As confirmed by the management, there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approval from Board of Directors/ Members/ Central Government.
2. As confirmed by the management, no duplicate share certificate was issued by the Company.
3. During the year, the Company;
  - (i) Has delivered all the certificates on allotment of securities and lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
  - (ii) Has not deposited any amount in a separate bank account, as no dividend was declared during the financial year.
  - (iii) Was not required to post any warrants to any members of the company as no dividend was declared during the financial year.
  - (iv) Was not required to transfer the amounts in unpaid dividend, application money due for refund, matured deposits, matured debentures and interest accrued there on which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
  - (v) The Company has partly complied with the requirements of section 217 of the Act.
4. As confirmed by the board, the Board of Directors of the Company is duly constituted and there was no appointment of additional director, alternate director or director to fill causal vacancy.
5. The Company has not made any appointment of Managing Director/Whole time Director/Manager during the year pursuant to the provisions of section 269 of Act.
6. The Company has not appointed any Sole Selling agent during the financial year.
7. As confirmed by the management, the company was not required to obtain any approvals from the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the act during the financial year.
8. The Directors have disclosed their interest in the other firms / Companies to the Board of Directors pursuant to the provisions of the act and the rules made there under.
9. The Company has not issued any shares or debentures or other securities during the year.
10. The Company has not bought back any shares during the financial year.
11. There was no redemption of Preference shares or debentures during the financial year.
12. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
13. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.



# **J. AKHANI & ASSOCIATES**

**PRACITICING COMPANY SECRETARIES**

**Ahmedabad**

1. The borrowing made by the Company during the financial year does not violate the provisions of section 293 (1) (d) of the Companies Act 1956.
2. As confirmed by the management, the Company has given loans and advances to other bodies corporate in compliance with the provisions of Act and that entries thereof have been made in the register kept for the purpose.
3. The Company has not altered the provisions of Memorandum with respect to the situation of the Company's registered office from one state to another state during the year under review.
4. The Company has not altered the provisions of Memorandum with respect to the Objects clause of Company during the year.
5. The Company has not altered the provisions of its Memorandum with respect to the name of the Company during the year.
6. The Company has not altered the provisions of Memorandum with respect to Authorized share capital of the Company during the year.
7. The Company has not altered its clause of Articles of Association during the financial year.
8. As confirmed by the management, no prosecution was initiated against or Show Cause notice received by the Company and no fines or penalty or any other punishment was imposed on the company during the financial year, for offences under the act.
9. The Company has not received any money as a security from its employees during the financial year.
10. The Company has not constituted any trust for its employees, hence provisions of Section 418 of the Companies Act, 1956 is not applicable.

**Place: Ahmedabad**

**Date: 01/09/2013**

**FOR J. AKHANI & ASSOCIATES  
COMPANY SECRETARIES**

**JAGDISH AKHANI  
(PROPRIETOR)  
CP NO: 9179  
MEMBERSHIP NO. 9564**

# J. AKHANI & ASSOCIATES

PRACITICING COMPANY SECRETARIES

Ahmedabad

## ANNEXURE "A": REGISTERS MAINTAINED BY THE COMPANY.

Sr. No	U/S	Name of Registrar
1	150	Register of Members & Index of members
2	301 (3)	Register of Disclosure of Interest
3	303	Register of Directors, Managing Directors etc.
4	307	Register of Directors' Shareholding
5	372A	Register of Loans and Investments
6	193	Minutes of Meetings of Board of Directors
7	193 (1)	Minutes Book of proceedings of general meeting.
8	209 (1)(a) to (c)	Books of Accounts

## ANNEXURE "B": FORMS AND RETURNS FILED WITH ROC/ RD / CG.

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31<sup>st</sup> March 2013.

Sr. No	E-Form No	U/s	Purpose	SRN	Date of Filing
1	62	192A	Submission of Calendar of events with ROC	B57530875	13/09/2012
2	23	192A	Submission of Resolution	B64149693	18/12/2012

With Company Law Board – NIL

With Regional Director – NIL

With Central Govt. and other authorities - NIL

Place: Ahmedabad

Date: 01/09/2013

FOR J. AKHANI & ASSOCIATES  
COMPANY SECRETARIES

JAGDISH AKHANI  
(PROPRIETOR)  
CP NO: 9179  
MEMBERSHIP NO. 9564

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
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## Management Discussions & Analysis

### OVERVIEW:

The Indian Pharmaceutical Industry (IPI) is globally the 3rd largest in terms of volume and 13th largest in terms of value. The total market size of Rs. 1,233 bn includes domestic consumption market of Rs.600 bn (contributing approx 48.6%) and the exports market being Rs. 633 bn (contributing approx 51.4%). The industry grew at a CAGR of approx 12.5% during the past five years and is expected to growth at a robust CAGR of 15.1% during FY2012-17 given huge export potential coupled with steady growth in the domestic formulation market. Gujarat has contributed significantly through acquisitions of foreign assets and by having export-led business models which has reflected in rising share in India's pharmaceutical exports as well as industry turnover, reveals the ASSOCHAM.

### Opportunity and Threat:

With rising population and new health concerns is likely to promote the pharmaceutical industry. The growth chances lye with all the Companies with huge fund investment. However constant increase in the R & D Cost is a crucial issue for small scale pharmaceutical companies. MNCs in Pharmaceutical companies are also taking over the market which is also material threat for the domestic industry.

### Risk Factors:

The Risk factor is but naturally involved in any type of industry including natural risk. During the last few years, the promotion measures undertaken by other states of India, has also diverted the pharmaceutical business out of Gujarat. The Corporate with obsolete technologies are likely to close down the business.

### Future Outlook:

Due to increased demand of Medical and drugs products, there are prospective opportunities for trading in industry. The company sees some better chances of growth in trading of industry goods with best distribution system and network.

### Internal Control System and their Adequacy:

The Internal Control System comprises of exercising control at various stages and is established in order to provide reasonable assurance for:

- i) Safeguarding Assets and their usage,
- ii) Maintenance of Proper Accounting Records and,
- iii) Adequacy and Reliability of the information used for carrying on Business Operations.

The Directors handle most of the day-to-day functions. The Directors are regularly looking after all the key areas of the Operations. Additionally the Audit Committee is reviewing all Audit Plans with significant control over all the matters and issues, internal control etc.

## CORPORATE GOVERNANCE REPORT

### Company's Philosophy on Code of Governance:

As per the listing agreement clause 49, this report on Corporate Governance is given in order to enable the shareholders to get a true and fair view of the company's policies and procedures. The main aim of the company is to act in the best interest of its shareholders, customers, employees and society.

Your company has been providing a true and fair view of its accounts and policy matters to the shareholders through full transparency and full disclosure. For the company, its' shareholders interests are on the first priority of consideration while taking any decision.

### **I. BOARD OF DIRECTORS:**

As on 31<sup>st</sup> March 2013, the strength of the Board of Directors of the Company has an optimum combination of Executive and Non Executive Directors. The Board of Directors comprises of three Directors of which one is executive Director and the two are non executive Directors. The Composition is in conformity with the provisions of the Clause 49 (I) (A) of the Listing Agreement.

The composition of Board of Directors as on 31<sup>st</sup> March 2013 along with their attendance at the Board Meeting and last Annual General Meeting is as under:

Name of Director	Designation	Experience	Attendance Particulars		Nos. of other Directorship and Membership	
			BM	AGM	Directorship	Comm. Memb.
Pravin M. Patel	Managing Director	An experienced businessman having a sound knowledge of Pharmaceutical industry as well as good decision taker , having wide experience of more than 40 years.	6	1	NIL	NIL
Probi Patel	Director	A young entrepreneur having broad experience of dealing with market and good decision maker.	6	1	NIL	2
Jyotshna Patel	Director	A manager with more than 10 years of management experience, dealing with management.	6	1	NIL	2
Himanshu Patel	Director		6	1	NIL	2

Details of Directorship given above exclude the Directorships in Private Companies and companies registered under section 25 of the Companies Act 1956. Details of committee membership include membership / Chairmanship of Audit Committee and Share Holders Grievances' Committee.

#### **BOARD MEETING:**

The Board meetings of the Company are normally held at the registered office of the Company at Ahmedabad. The board meets at least once in a quarter with a gap between two meetings not exceeding four months.

During the year 2012-13, the Board of Directors met 6 times. The dates on which the meetings were held, are: 25/05/2012, 17/07/2012, 06/09/2012, 10/10/2012, 29/10/2012, 30/01/2013. None of the directors of the company was a member of more than 10 committees nor was the chairman of more than 5 committees across all companies in which he/she was a director.

#### **I. COMMITTEES OF THE BOARD:**

At present your Company has two Board level committees viz Audit Committee and Shareholders' Grievances Committee. Both the committees are constituted with combination of Executive and non executive independent Directors.

#### **A. Audit Committee:**

The terms of reference of the committee are as provided under the Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The committee verifies the accounting policies framed by the company and gives suggestions for modification of the same as and when required. The committee also overlooks the internal audit section of the company.

The Audit committee comprised of three members viz. Mr. Pravin Patel, Mr. Probi Patel and Ms. Jyotshana Patel.

Composition and Attendance in the Audit Committee Meeting for the year ended 31.03.2013 are as under:

Name of Members of Audit Committee	Designation	Attendance Particulars (Date of Meetings Attended)
Pravin Patel	Chairman	25/05/2012, 17/07/2012, 10/10/2012, 30/01/2013
Probi Patel	Member	25/05/2012, 17/07/2012, 10/10/2012, 30/01/2013
Jyotshana Patel	Member	25/05/2012, 17/07/2012, 10/10/2012, 30/01/2013

The Committee meets to review the accounting policies and to approve the unaudited / Audited Financial results of the Company in compliance with Clause 41 of the Listing Agreement.

**A. Shareholder and Investor Grievance Committee:**

The Share Holders ' and Investor Grievances Committee is set up in compliance with the requirements of the Clause 49 of Listing Agreement. The Committee comprised of one executive Director and two other non executive directors. The members of the committee are:

Mr. Pravin Patel - Chairman  
Mr. Probi Patel - Director  
Ms. Jyotshna Patel - Director

The Committee processes to redress the stakeholders complaints like non transfer of shares, non receipt of Annual Reports etc. The Board has designated Mr. Pravin Patel as the Compliance Officer.

The Company has not appointed any Registrar and Share Transfer Agent . The company gets the transfer and transmission related works through in house share transfer department.

The committee met from time to time during the year to redress the Shareholder grievances. The Committee is authorized to review the process of share transfer and dematerialization of shares. The Company did not have investor's complaints pending as on 31/03/2013.

**B. Remuneration of Directors and details of Director's Shareholding**

The Company has set up the Remuneration committee. The company has paid remuneration to Directors of the Company by way of Salary. The formal remuneration committee is yet to be set up.

**I. GENERAL BODY MEETINGS:**

The last three Annual General meetings of the Company were held within the statutory time period, the details thereof are as under:

Year	Date	Time	Venue
2011-12	29/09/2012	10.00 pm	Registered office of the Company.
2010-11	30/09/2011	10.00 pm	Registered office of the Company.
2009-10	30/09/2010	10.00 pm	Registered office of the Company.

**II. DISCLOSURES:**

**Disclosures on materially significant related party transactions:**

There are no materially significant related party transactions i. e. transactions between the Company and its Promoters, Directors or Management or with their relatives etc. having potential conflict on the interest of the Company at large.

**Code of Conduct:**

The Board of directors of your company have laid down a code of conduct ("the Code") applicable to all members of Board and senior management of your company. In compliance with the Code, the Directors of the Company have affirmed compliance with the Code for the year ended on 31<sup>st</sup> March 2013. A declaration to this effect signed by the Directors form part of the Annual Report.

The Company has also adopted the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices:

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the company has formulated, adopted and has implemented the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

**Compliance with the Corporate Governance:**

The Company has complied with all the mandatory requirements laid down by the Corporate Governance code. The Company has complied with all the requirements of the Listing agreement with the Stock Exchange as well as regulations and guidelines issued by SEBI.

**III. MEANS OF COMMUNICATION**

During the year, quarterly unaudited financial results with the limited review report and annual audited financial results of the Company were submitted to the Stock Exchange on their approval by the Board of Directors within due time. The company normally publishes the quarterly financial results in the regional news paper having its wide circulation in English daily and vernacular language. The Company regularly updates the Financial Results on the website.

**Management Discussion and Analysis Report forms part of this Annual Report.**

**SEBI Complaints Redress System (SCORES)**

The Investors complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized Database of all Complaints, online upload of Action taken reports (ATR) by concerned Companies and online viewing by investors of action taken on the complaint and its current status.

**I. GENERAL SHAREHOLDER INFORMATION:**

Day, Date and Time of 18 <sup>th</sup> Annual General Meeting	28 <sup>th</sup> September 2013, Saturday at 10.00 pm.
Venue of AGM	Shree Sattar Taluka Audichya Sahastra Gyanti Samaj, 6 Sattar Taluka Society, Navjivan Press Road, Ahmedabad – 380014.
Book Closure Date	24 <sup>th</sup> September 2013 to 28 <sup>th</sup> September 2013
Financial Year	2012-13
Compliance officer	Mr. Pravin Patel
Email for Investor Complaints	ssp12004@yahoo.com
ISIN with CDSL and NSDL	INE722B01019

**A. Financial year (Tentative): 2013-14**

First quarter ending 30<sup>th</sup> June 2013 : 14<sup>th</sup> August 2013  
 Second quarter ending 30<sup>th</sup> September 2013 : 14<sup>th</sup> November 2013  
 Third quarter ending on 31<sup>st</sup> December 2013 : 15<sup>th</sup> February 2014  
 Fourth quarter ending on 31<sup>st</sup> March 2014 : on or before 30<sup>th</sup> May 2014.

**B. Listing on the Stock Exchange(s):**

Scrip Code	Name of Stock Exchange	Address of the Stock Exchange
531637	BSE Limited	P. J. Towers, Dalal Street, Fort, Mumbai – 400 001.
59031	Ahmedabad Stock Exchange Ltd.	1 <sup>st</sup> Floor, Kamdhenu Complex, Panjrapole Char Rasta, Ahmedabad.

Annual Listing fees for the financial year 2013-14 have duly been paid to the BSE Limited and Ahmedabad Stock Exchange Limited. The Annual Custodian Fees have also been paid to the NSDL and CDSL Depositories.

**C. Registrar and Share Transfer Agent:**

The Company has not appointed any Registrar and Share Transfer Agent. All the activities of share transfer and transmission and others are being carried out by the in house department of the Company. Powers to approve requests related to Share Transfers, dematerialization / rematerialisation have been delegated to the Share Holder Grievances Committee for expeditious disposal of shareholders' requests and complaints.

**D. Categories of Shareholding as on 31<sup>st</sup> March 2013:**

Categories of Shareholders	%
Indian Promoters	6.60
Foreign Promoters	NIL
Persons Acting in Concert	NIL
<b>Non-Promoters Holding</b>	
Banks, Financial Institutions	0.14
Insurance Companies	0
FII's	0
Pvt. Corporate Bodies	9.81
Indian Public Individuals	82.54
NRI's/OCBs	0.07
Others	0.84
<b>Total</b>	<b>100.00</b>

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## A. Dematerialization of Share and Liquidity:

Equity Shares of the Company can be traded in Dematerialization form by all the shareholders. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository (India) limited (CDSL). The ISIN for the equity shares is INE722B01019.

## B. Transfer of unclaimed dividend to Investor Education and Protection Fund (IEPF)

Pursuant to the provision of Section 205A (5) of the Companies Act, 1956 no dividend is lying unpaid with the company as on to date.

## C. Market Price Data:

During the year 2012-13, the shares of the company has been suspended from trading at the Bombay Stock Exchange. Hence no share transaction price can be determined.

## D. Outstanding ADRs /GDRs / Warrants and convertible instruments, conversion date and likely impact on the Equity:

The Company has not issued any GDRs / ADRs/ Warrants or any convertible instruments as on 31<sup>st</sup> March 2013.

## E. Pecuniary Transactions with the non executive Directors

The Company has not entered into any pecuniary transactions with non-executive Directors during the year.

## F. Non-Mandatory Requirement

1. Remuneration Committee : The Company has not yet set up the remuneration committee.
2. Postal Ballot : Company has passed one resolution through ballot this year under section 293 (1) (d) of Companies Act 1956.

## ANNEXURE - A

### (A) CONSERVATION OF ENERGY

1. Energy conservation measures taken: NIL.
2. Additional Investments & Proposal, if any, being implemented for reduction of consumption of energy: NIL
3. Total energy consumption and energy consumption per unit of production as per Form-A:  
NOT APPLICABLE.

### (B) TECHNOLOGY ABSORPTION:

1. RESEARCH & DEVELOPMENT:  
The Company has not so far formally established Research & Development wing.
2. TECHNOLOGY ABSORPTION, ADAPTION & INNOVATION :  
The Company has not invested for the Technology up gradation due to lack of funds.

### (C) FOREIGN EXCHANGE EARNING / OUTGO

1. Total foreign exchange used NIL
2. Total foreign exchange earned NIL

# **Sword & Shield Pharma Ltd.**

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## **INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF  
SWORD AND SHIELD PHARMA LIMITED  
AHMEDABAD.**

I have audited the accompanying financial statements of **SWORD AND SHIELD PHARMA LIMITED**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Managements' responsibility for the financial statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility**

My responsibility is to express an opinion on these financial statements based on my audit. I have conducted my audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

### **Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013; and
- b) in the case of the Statement of Profit and Loss Account, of the loss for the year ended on that date.



**Emphasis of Matter**

As required by SA 706, ( Emphasis of Matter Paragraphs and Other Matter Paragraphs in the Independent Auditor's Report) , I annex herewith **Annexure "1"**.

**Report On other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, I give in the Annexure "2" a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, I report that:
  - a) I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
  - b) In my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books;
  - c) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
  - d) In my opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**For, JANAK SONI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(F.R.No. : 121405W)**

**PLACE : AHMEDABAD  
DATE : 1st September,2013**

**(CA JANAKKUMAR S. SONI)  
PROPRIETOR  
M.NO. 110003**

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## ANNEXURE "1" TO THE INDEPENDENT AUDITOR'S REPORT

( Referred to in Paragraph " Emphasis of Matter " of My Report of even date on the Accounts for the year ended on 31<sup>st</sup> March , 2013 of SWORD AND SHIELD PHARMA LIMITED )

1. Valuation of Inventories ( AS 2 )

I draw your attention to Part -I Note 1 (E) forming part of the financial statements which describe amount of inventory is shown as Certified by the management of the Company.

2. Accounting for Taxes on Income ( AS 22 )

I draw your attention to Part -I Note 1 (g) forming part of the financial statements which describe the Company does not make provision for Current Income Tax Liabilities.

3. Contingent Liabilities

I draw your attention to Part -I Note 1 (h) forming part of the financial statements which describe the Contingent Liabilities have been considered as Certified by the Management of the Company.

4. Related Party Disclosure ( AS 18 )

I draw your attention to Part -I Note 2 (b) forming part of the financial statements which describe the Related Party disclosure has been made as Certified by the management of the Company.

5. Balance Confirmations from Parties

I draw your attention to Part -III Note (a) forming part of the financial statements which describe the balance confirmations from parties to be received.

6. Disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

I draw your attention to Part -III Note (b) forming part of the financial statements which describe not making of the disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

7. Accounting For VAT

I draw your attention to Part -III Note (e) forming part of the financial statements which describe the accounting For VAT is subject to reconciliation with the returns under the relevant laws.

For, JANAK SONI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.N. :-121405W

PLACE :- AHMEDABAD

DATE :- 1<sup>st</sup> September, 2013

C.A. Janakkumar S. Soni  
Proprietor  
M. No. :- 110003

# **Sword & Shield Pharma Ltd.**

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## **ANNEXURE "2" TO THE INDEPENDENT AUDITOR'S REPORT**

**( Referred to in Paragraph Report On other Legal and Regulatory Requirements( Sub Para 1 ) of My Report of even date on the Accounts for the year ended on 31<sup>st</sup> March , 2013 of SWORD AND SHIELD PHARMA LIMITED.)**

1. In respect of its fixed assets :-

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to me , the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in my opinion is reasonable, having regard to the size of the Company and nature of its assets . No material discrepancies were noticed on such physical verification.
- (c) In my opinion, the Company has not disposed off substantial part of its fixed assets during the year and the going concern state of the Company is not affected .

2. In respect of its inventories:-

- (a) As explained to me, inventories have been physically verified by the management at reasonably regular intervals during the year.
- (b) In my opinion and according to the information and explanation given to me , the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business .
- (c) The Company has maintained proper records of inventories. As explained to me, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.

3. (a) The Company has not granted unsecured loans to Companies covered in the register maintained under Section 301 of the Companies Act ,1956 Therefore no further comments are required.

- (b) The Company has not taken any loans , secured or unsecured loans from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 except Unsecured Loan from Directors amounting Rs. 9,34,000/- which is considered as interest free loan hence no further comments are required.

4. In my opinion and according to the information and explanation given to me, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of my audit, I have not observed any continuing failure to correct major weakness in internal control system of the Company.

5. (a). The Company has not maintained register under Section 301 of the Companies Act, 1956. As such, I am not able to make any comment.

- (b). Since, the Company has not maintained register under Section 301 of the Companies Act, 1956, I am not able to make comment as to whether the transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at relevant time.
6. The Company has not accepted any deposits from public. Consequently the directives issued by the Reserve bank of India read with the provisions of Section 58A, 58AA or any other relevant provision of the Companies Act, 1956 and the rules framed there under are not applicable. Therefore, no further comments are made.
7. As per the information and explanation given to me, the Company has not any Internal Audit System commensurate with the size of the Company and nature of its business
8. As informed by the management of the Company, the Central Government has not prescribed maintenance of Cost records under Section 209(1) (d) of the Companies Act, 1956; which I have relied upon. Therefore, no comments are required to be made.
9. In respect of statutory dues :-
- (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance Contribution, Income tax, Excise Duty and Customs Duty, Sales tax and other dues have been generally regularly deposited with the appropriate authorities.
- (b) As informed to me, there are no disputed statutory dues, which have not been deposited on account of matters pending before appropriate authorities.
10. (a) Accumulated losses of the Company, at the end of the financial year has exceeded fifty percent of its net worth.
- (b) The Company has incurred cash losses at the end of the financial year and in the immediately preceding financial year.
11. As per the records of the Company, the Company has not made any borrowings from financial Institutions or banks or debenture holders. Therefore, Clause 4 (xi) of the Companies (Auditor's Report) Order, 2003 is not applicable.
12. As per the records of the Company, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, Clause 4 (xii) of the Companies (Auditor's Report) Order, 2003 is not applicable.
13. The Company is not a Chit fund, Nidhi / Mutual benefit fund / society. Therefore, Clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable.
14. According to the information and explanations given to me, the Company is not dealing or trading in shares, securities, debentures and other investments. Therefore, Clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 is not applicable.
15. According to the information and explanation given to me, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Therefore, Clause 4 (xv) of the Companies (Auditor's Report) Order, 2003 is not applicable.

16. As per the records of the Company and as per the information and explanation given to me, the Company has not taken any Term Loan. . Therefore, Clause 4 (xvi) of the Companies ( Auditor's Report ) Order , 2003 is not applicable.
17. According to the information and explanations given to me and on the basis of an overall examination of the Balance sheet of the Company, and Cash flows statement, in my opinion, "prima facie ", no funds raised on a short – term basis have been used for long- term investment .
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, Clause 4 (xviii) of the Companies ( Auditor's Report ) Order , 2003 is not applicable.
19. The Company has not issued any debentures. Accordingly, Clause 4 (xix) of the Companies ( Auditor's Report ) Order , 2003 is not applicable .
20. The Company has not raised any money by public issues during the year. Accordingly, Clause 4 (xx) of the Companies (Auditor's Report)Order,2003 is not applicable .
21. In my opinion and according to the information and explanations given to me, no fraud on or by the Company has been noticed or reported during the year, that causes the financial statements to be materially misstated . Accordingly, Clause 4 (xxi) of the Companies ( Auditor's Report ) Order , 2003 is not applicable.

**For, JANAK SONI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.N. :-121405W**

**PLACE :- AHMEDABAD**

**DATE :- 1st, September, 2013**

**C.A. Janakkumar S. Soni  
Proprietor  
M. No. :- 110003**

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

Sr. No.	Particulars	Note No.	As at 31 March, 2013 Rupees	As at 31 March, 2012 Rupees
<b>I</b>	<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1</b>	<b><u>Shareholders' funds</u></b>			
	(a) Share capital	1	4,66,19,170	4,66,19,170
	(b) Reserves and surplus	2	(3,46,43,790)	(3,21,43,859)
	(c) Money received against share warrants		-	-
			<b>1,19,75,380</b>	<b>1,44,75,311</b>
<b>2</b>	<b><u>Share application money pending allotment</u></b>		-	-
<b>3</b>	<b><u>Non-current liabilities</u></b>			
	(a) Long-term borrowings	3	12,69,920	3,35,920
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other long-term liabilities		-	-
	(d) Long-term provisions		-	-
			<b>12,69,920</b>	<b>3,35,920</b>
<b>4</b>	<b><u>Current liabilities</u></b>			
	(a) Short-term borrowings		-	-
	(b) Trade payables	4	41,70,064	74,64,667
	(c) Other current liabilities	5	55,02,610	30,44,935
	(d) Short-term provisions	6	45,263	25,000
			<b>97,17,937</b>	<b>1,05,34,602</b>
	<b>TOTAL [ 1+2+3+4 ]</b>		<b>2,29,63,237</b>	<b>2,53,45,833</b>
<b>II</b>	<b><u>ASSETS</u></b>			
<b>1</b>	<b><u>Non-current assets</u></b>			
	(a) Fixed assets			
	(i) Tangible assets	7	1,30,19,563	1,46,00,252
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(v) Fixed assets held for sale		-	-
			<b>1,30,19,563</b>	<b>1,46,00,252</b>
	(b) Non-current investments		-	-
	(c) Deferred tax assets (Net)	8	2,40,932	97,435
	(d) Long-term loans and advances		-	-
	(e) Other non-current assets		-	-
			<b>1,32,60,495</b>	<b>1,46,97,687</b>
<b>2</b>	<b><u>Current assets</u></b>			
	(a) Current investments		-	-
	(b) Inventories	9	47,42,345	50,91,795
	(c) Trade receivables	10	38,70,223	48,98,975
	(d) Cash and cash equivalents	11	3,12,377	1,77,346
	(e) Short-term loans and advances	12	7,77,797	4,80,030
	(f) Other current assets		-	-
			<b>97,02,742</b>	<b>1,06,48,146</b>
	<b>TOTAL [ 1+2 ]</b>		<b>2,29,63,237</b>	<b>2,53,45,833</b>

See accompanying notes to and forming part of the financial statements, as per Annexure- 1.

As per my audit report of even date attached.

For, JANAK SONI & ASSOCIATES  
Chartered Accountants  
F.R.N. :- 121405W

For and on behalf of the Board of Directors

C.A. Janakkumar S. Soni  
Proprietor  
M. No. :- 110003

Director

Director

Place : AHMEDABAD  
Date : 1st September, 2013

Place : AHMEDABAD  
Date : 1st September, 2013

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

Sr. No.	Particulars	Note No.	For the year ended 31 March, 2013 Rupees	For the year ended 31 March, 2012 Rupees
I	Revenue from operations (gross)	17	1,83,82,797	4,58,78,672
II	Other income	18	6,68,890	20,560
III	<b>Total Revenue ( I + II )</b>		<b>1,90,51,687</b>	<b>4,58,99,232</b>
IV	<b>Expenses :-</b>			
	(a) Cost of materials consumed	19	1,17,20,643	3,34,25,605
	(b) Purchases of stock-in-trade		1,95,840	3,11,597
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	20	3,52,248	22,08,421
	(d) Employee benefits expense	21	41,34,148	48,89,929
	(e) Finance costs	22	-	-
	(f) Depreciation and amortisation expenses	23	19,96,385	22,88,685
	(g) Other expenses	24	31,29,777	89,79,798
	(h) Prior Period Items	25	1,66,074	-
	<b>Total expenses</b>		<b>2,16,95,115</b>	<b>5,21,04,035</b>
V	<b>Profit / (Loss) before exceptional and extraordinary items and tax (III-IV)</b>		<b>(26,43,428)</b>	<b>(62,04,803)</b>
VI	Exceptional items	26	-	-
VII	<b>Profit / (Loss) before extraordinary items and tax (V - VI)</b>		<b>(26,43,428)</b>	<b>(62,04,803)</b>
VIII	Extraordinary items	27	-	(17,82,505)
IX	<b>Profit / (Loss) before tax ( VII-VIII)</b>		<b>(26,43,428)</b>	<b>(79,87,308)</b>
X	<b>Tax expense:</b>			
	(a) Current Tax		-	-
	(b) Deferred tax		(1,43,497)	(1,08,563)
			<b>(1,43,497)</b>	<b>(1,08,563)</b>
XI	<b>Profit / (Loss) from continuing operations VII- VIII)</b>		<b>(24,99,931)</b>	<b>(78,78,745)</b>
XII	Profit / (Loss) from discontinuing operations (before tax)		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit / (Loss) from Discontinuing operations (after tax)(XII-XIII)		-	-
XV	<b>Profit / (Loss) for the period (XI+ XIV)</b>		<b>(24,99,931)</b>	<b>(78,78,745)</b>
XVI	<b>Earnings Per Equity Share</b>			
	(1) Basic		(0.60)	(1.89)
	(2) Diluted		(0.60)	(1.89)

**See accompanying notes to and forming part of the financial statements , as per Annexure- 1.**

*As per my audit report of even date attached.*

**For, JANAK SONI & ASSOCIATES**  
Chartered Accountants  
F.R.N. :- 121405W

**For and on behalf of the Board of Directors**

**C.A. Janakkumar S. Soni**  
Proprietor  
M. No. :- 110003

Director

Director

Place : AHMEDABAD  
Date : 1st September, 2013

Place : AHMEDABAD  
Date : 1st September, 2013

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

Name of the Company : **SWORD AND SHIELD PHARMA LTD.**

Cash Flow Statement as at : **31 March, 2013**

(In Rupees)

Sr. No.	Particulars	As at 31 March, 2013	As at 31 March, 2012
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
I	Net Profit Before Tax and Extra Ordinary Items	(26,43,428)	(62,04,803)
II	Adjustments for :-		
1	Depreciation	19,96,385	22,88,685
2	Interest and Financial Charges	-	-
3	Miscellaneous Expenditure Written Off	-	-
4	Interest Income (-)	(2,26,496)	-
5	Profit on Redemption of Mutual Funds	-	-
6	Provision for Taxation earlier year written back/Tax for the year	-	-
7	Provision for doubtful debts	-	-
8	Deferred Tax Income ( - )	-	-
III	Operating Profit Before Working Capital Changes	(8,73,539)	(39,16,118)
	Adjustments for :-		
1	Decrease/(Increase) in Current Assets other than Cash :-		
	(a) Inventories	3,49,450	19,88,671
	(b) Trade Receivables	10,28,752	53,81,643
	© Short Term Loans and Advances	(2,97,767)	(2,49,969)
2	Increase/(Decrease ) in Non-Current Liabilities	9,34,000	16,200
3	Increase/(Decrease ) in Current Liabilities	(8,16,665)	(33,84,557)
	<b>Net Cash from Operating Activities</b>	<b>3,24,231</b>	<b>(1,64,130)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
1	Sale of long term investments	-	-
2	Purchase of fixed assets (including Capital Work-in Progress)	(4,15,696)	(94,412)
3	Loans and Advances made to other parties	-	-
4	Pre-operative expenses	-	-
5	Miscellaneous expenses to the extent not written off	-	-
6	Adjustment for other trade payable (other payable)	-	-
7	Sale of fixed assets(Including Capital Work in Progress)	-	-
8	Interest and Dividend income received :- Interest Income	2,26,496	-
9	Tax deducted at source on interest & dividend income	-	-
10	Advance to subsidiary company	-	-
11	Purchase of short term investments (net after redemption)	-	-
12	Short term deposit with Companies (net)	-	-
13	Bills of exchange placed with Companies (net)	-	-
	<b>Net Cash obtained / (Used) in Investment Activities</b>	<b>(1,89,200)</b>	<b>(94,412)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
1	Proceeds from long term borrowings	-	-
2	Proceeds form issue of shares (net of public issue expenses)	-	-
3	Refund of Shares Application Money	-	-
4	Repayment of term loan	-	-
5	Increase in Bank Borrowings (net)	-	-
6	Dividend paid	-	-
7	Other Borrowings	-	-
	<b>Net Cash From/ (in) Financial Activities</b>	<b>-</b>	<b>-</b>

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# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

Name of the Company : **SWORD AND SHIELD PHARMA LTD.**

Cash Flow Statement as at : **31 March, 2013**

Sr. No.	Particulars	As at 31 March, 2013 Rupees	As at 31 March, 2012 Rupees
D	NET INCREASE / (DCREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	1,35,031	(2,58,542)
E	OPENING CASH AND CASH EQUIVALENTS	1,77,346	4,35,888
F	CLOSING CASH AND CASH EQUIVALENTS (D+E)	3,12,377	1,77,346

For, SWORD AND SHIELD PHARMA LTD.

Place :- Ahmedabad

Date :- 1st September, 2013

Managing Director

Director

Place :- Ahmedabad

Date :- 1st September, 2013

Company Secretary

## AUDITOR'S CERTIFICATE

I have examined the above Cash Flow Statement of Sword and Shield Pharma Limited for the year ended 31st March, 2013. The Statement have been prepared by the Company in accordance with the requirements of Clause 32 of the Listing Agreement with Stock exchange and is based on and is in agreement with the Profit and Loss Statement and the Balance Sheet of the Company covered by my Report of 1st September, 2013 to the Members of the Company.

For, JANAK SONI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R.N. :-121405W

Place :- Ahmedabad

Date :- 1st September, 2013

C.A. Janakkumar S. Soni  
( Proprietor )  
M. No.110003

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# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## Note 1 : Share capital

Particulars	As at 31 March, 2013		As at 31 March, 2012	
	Number of shares	Rupees	Number of shares	Rupees
<b>(a) Authorised :-</b> Equity shares of Rs.10/- each with voting rights (all other than differential voting rights)	60,00,000	6,00,00,000	60,00,000	6,00,00,000
<b>(b) Issued :-</b> Equity shares of Rs.10/- each with voting rights (all other than differential voting rights)	51,50,600	5,15,06,000	51,50,600	5,15,06,000
<b>(c) Subscribed and fully paid up :-</b> Equity shares of Rs.10/- each with voting rights (all other than differential voting rights)	41,73,234	4,17,32,340	41,73,234	4,17,32,340
<b>(d) Subscribed but not fully paid up</b>	9,77,366	48,86,830	9,77,366	48,86,830
<b>Total</b>	<b>51,50,600</b>	<b>4,66,19,170</b>	<b>51,50,600</b>	<b>4,66,19,170</b>

## Particulars of Shares held by each Share holder holding more than 5 ( five) percent shares :-

Name of Share holder	As at 31 March, 2013		As at 31 March, 2012	
	Number of shares	Rupees	Number of shares	Rupees
1. Kamlesh Jain	2,70,007	27,00,070	2,70,007	27,00,070
2. Pravinbhai Maneklal Patel (*)	2,29,400	22,94,000	2,29,400	22,94,000

(\*) Holding more than 5 % of total fully paid up shares. He is a Director in the Company.

## Particulars of Calls Unpaid :-

Particulars	As at 31 March, 2013		As at 31 March, 2012	
	Number of shares	Rupees	Number of shares	Rupees
(a) . Unpaid by directors and Officers	-	-	-	-
(b) . Unpaid by Others	9,77,366	48,86,830	9,77,366	48,86,830
<b>Total</b>	<b>9,77,366</b>	<b>48,86,830</b>	<b>9,77,366</b>	<b>48,86,830</b>

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

Name of the Company : **SWORD AND SHIELD PHARMA LTD.**

Accounting Year : **2012-2013**

**ANNEXURE -1**

**Notes to and forming part of the financial statements ( As per Schedule VI)(Revised)**

(In Rupees)

Particulars	As at 31 March, 2013	As at 31 March, 2012
<b>Note 2 : Reserves and surplus</b>		
(a) Capital reserve	-	-
(b) Capital redemption reserve	-	-
(c) Securities premium account	-	-
(d) Debenture redemption reserve	-	-
(e) Revaluation reserve	-	-
(f) Share options outstanding account	-	-
(g) General reserve	-	-
(k) Surplus / (Deficit) in Statement of Profit and Loss :-		
Opening balance	(3,21,43,859)	(2,42,65,114)
Add: Profit / (Loss) for the year	(24,99,931)	(78,78,745)
Less: Amount transferred to General Reserve	-	-
Closing balance	<b>(3,46,43,790)</b>	<b>(3,21,43,859)</b>
<b>Total</b>	<b>(3,46,43,790)</b>	<b>(3,21,43,859)</b>
<b>Note 3 : Long-term borrowings</b>		
Particulars	As at 31 March, 2013	As at 31 March, 2012
(a) Bonds / debentures (Refer Note (i) below)		
(b) Term loans from Banks : Secured		
(c) Deferred payment liabilities		
(d) Deposits :-		
Security Deposit from M/s. Shree Distributors	1,30,537	1,30,537
(e) Loans and advances from related parties : Unsecured :-		
From Directors	9,34,000	-
(f) Long-term maturities of finance lease obligations	-	-
(g) Other loans and advances :-		
Unsecured : From Share Holders (Excluding from Directors)	-	-
- Surendra R. Patel	2,05,383	2,05,383
<b>Total</b>	<b>12,69,920</b>	<b>3,35,920</b>
<b>Note 4 : Trade payables</b>		
Particulars	As at 31 March, 2013	As at 31 March, 2012
Acceptances	-	-
Other than Acceptances	41,70,064	74,64,667
<b>Total</b>	<b>41,70,064</b>	<b>74,64,667</b>

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
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<b>Note 5 : Other current liabilities</b>		
Particulars	As at 31 March, 2013	As at 31 March, 2012
(a) Current maturities of long-term debt		
(b) Current maturities of finance lease obligations		
(c) Interest accrued but not due on borrowings		
(d) Interest accrued and due on borrowings		
(e) Income received in advance : Advances from Sundry Debtors	2,71,563	2,23,662
(f) Unpaid dividends		
(g) Application money received for allotment of securities and due for refund		
(h) Unpaid matured deposits and interest accrued thereon		
(i) Unpaid matured debentures and interest accrued thereon		
(j) Other payables		
(i) Statutory remittances :-		
CST Payable	4,610	-
Professional Tax Payable	48,108	25,108
TDS Payable	3,747	16,255
<b>Sub Total</b>	<b>56,465</b>	<b>41,363</b>
(ii) Payables on purchase of fixed assets	1,27,023	58,894
(iii) Directors' Remuneration Payable	17,92,800	20,20,846
(iv) Other Payable to Directors	20,61,221	-
(v) Expenses Payable	11,93,538	7,00,170
<b>Total</b>	<b>55,02,610</b>	<b>30,44,935</b>
<b>Note 6 : Short-term provisions</b>		
(a). Provision for employee benefits	20,263	-
(b). Others - Provision for Expenses	25,000	25,000
<b>Total</b>	<b>45,263</b>	<b>25,000</b>

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
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**Note 8 : Long term loans and advances**

Particulars	As at 31 March, 2013	As at 31 March, 2012
(a) Capital advances	-	-
(b) Security Deposits	-	-
(c) Loans and advances to related parties	-	-
(d) Other loans and advances :-		
Secured, considered good		
Unsecured, considered good :-		
Trade Advance :	-	-
Doubtful :-		
Trade Advance : Inter Corporate Loans	-	-
<b>Sub Total</b>	-	-
<b>Total</b>	-	-

**Note 9 : Inventories**

Particulars	As at 31 March, 2013	As at 31 March, 2012
<b>Valued at Cost or Market Value whichever is less</b>		
(a) Raw materials	25,62,128	19,92,940
(b) Packing material	12,79,308	18,45,698
(c) Finished goods (other than those acquired for trading)	9,00,909	12,53,157
(d) Stock-in-trade ( in respect of goods acquired for trading)	-	-
(e) Stores and spares	-	-
(f) Loose tools	-	-
(e) Others ( specify)	-	-
<b>Total</b>	<b>47,42,345</b>	<b>50,91,795</b>
Loans and advances due by directors or other officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.	NIL	NIL

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
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**Note : 10 Trade receivables**

Particulars	As at 31 March, 2013	As at 31 March, 2012
Trade receivables outstanding for a period exceeding six months from the date they were due for payment :-		
(a). Secured, considered good	-	-
(b). Unsecured, considered good	-	42,914
(c). Doubtful	8,13,160	6,60,357
	8,13,160	7,03,271
Less : Provision for doubtful trade receivables	-	-
	8,13,160	7,03,271
Other Trade receivables :-		
(a). Secured, considered good	-	-
(b). Unsecured, considered good	30,57,063	41,95,704
(c). Doubtful	-	-
	30,57,063	41,95,704
Less : Provision for doubtful trade receivables	-	-
	30,57,063	41,95,704
<b>Total</b>	<b>38,70,223</b>	<b>48,98,975</b>
<b>Note: Trade receivables include debts due from :-</b>		
Directors	-	-
Other officers of the Company	-	-
Firms in which any director is a partner	-	-
Private companies in which any director is a director/member	-	-
<b>Note 11 : Cash and cash equivalents</b>		
(a) Balances with banks	2,35,401	1,54,894
(b) Cheques, drafts on hand	-	-
(c) Cash on hand	76,976	22,452
(d) Others (specify nature)	-	-
<b>Total</b>	<b>3,12,377</b>	<b>1,77,346</b>



# Sword & Shield Pharma Ltd.

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Notes to and forming part of the financial statements ( As per Schedule VI)(Revised)

**Note 7 : Tangible Fixed Assets**

SR. NO.	NAME OF ASSET	RATE %	GROSS BLOCK				DEPRECIATION BLOCK			NET BLOCK	
			AS ON 01.04.2012 Rs.	ADDITIONS Rs.	DEDUCTIONS Rs.	AS ON 31.03.2013 Rs.	UPTO 31.03.2012 Rs.	FOR THE YEAR Rs.	UPTO 31.03.2013 Rs.	AS ON 31.03.2013 Rs.	AS ON 31.03.2012 Rs.
1	Land	-	-	-	-	-	-	-	-	-	-
	P.Y.		-	-	-	-	-	-	-	-	-
2	Building										
a	Factory Building(Land & Building)	10.00	1,33,49,110	-	-	1,33,49,110	75,73,104	5,77,601	81,50,705	51,98,405	57,76,006
	P.Y.		1,33,49,110	-	-	1,33,49,110	69,31,326	6,41,778	75,73,104	57,76,006	64,17,784
b	Office Building	5.00	9,43,382	-	-	9,43,382	4,89,944	22,672	5,12,616	4,30,766	4,77,303
	P.Y.		9,43,382	-	-	9,43,382	4,66,079	23,865	4,89,944	4,53,438	4,77,303
	<b>Total (2)</b>		1,42,92,492	-	-	1,42,92,492	80,63,048	6,00,273	86,63,321	56,29,171	62,53,309
	P.Y.		1,42,92,492	-	-	1,42,92,492	73,97,405	6,65,643	80,63,048	62,29,444	68,95,087
3	Plant & Equipments										
a	A.C Plant		14,25,107	2,98,000	-	17,23,107	3,86,031	1,62,479	5,48,510	11,74,597	10,39,076
	P.Y.	13.91	14,25,107	-	-	14,25,107	2,18,142	1,67,889	3,86,031	10,39,076	12,06,965
b	Dies and Punches	13.91	1,54,540	12,050	-	1,66,590	95,093	8,554	1,03,647	62,943	59,447
	P.Y.		1,54,540	-	-	1,54,540	85,489	9,604	95,093	59,447	69,051
c	Electrical Installations	13.91	1,76,643	-	-	1,76,643	85,079	12,736	97,815	78,828	91,564
	P.Y.		1,55,118	21,525	-	1,76,643	71,362	13,717	85,079	91,564	83,756
d	Laboratory Equipments	13.91	53,910	-	-	53,910	42,567	1,579	44,146	9,764	11,343
	P.Y.		53,910	-	-	53,910	40,734	1,833	42,567	11,343	13,176
e	Plant & Machinery	13.91	2,66,82,612	-	-	2,66,82,612	2,08,68,575	8,08,732	2,16,77,307	50,05,305	58,14,037
	P.Y.		2,66,45,862	36,750	-	2,66,82,612	1,99,31,319	9,37,256	2,08,68,575	58,14,037	67,14,543
f	Weighing Scale	13.91	10,000	-	-	10,000	2,145	1,092	3,237	6,763	7,855
	P.Y.		10,000	-	-	10,000	876	1,269	2,145	7,855	9,124
	<b>Total (3)</b>		2,85,02,812	3,10,050	-	2,88,12,862	2,14,79,490	9,95,172	2,24,74,662	63,38,200	70,23,322
	P.Y.		2,84,44,537	58,275	-	2,85,02,812	2,03,47,922	11,31,568	2,14,79,490	70,23,322	80,96,615

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# Sword & Shield Pharma Ltd.

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Notes to and forming part of the financial statements ( As per Schedule VI)(Revised)

**Note 7 : Tangible Fixed Assets**

SR. NO.	NAME OF ASSET	RATE %	GROSS BLOCK				DEPRECIATION BLOCK			NET BLOCK	
			AS ON 01.04.2012 Rs.	ADDITIONS Rs.	DEDU- CTIONS Rs.	AS ON 31.03.2013 Rs.	UPTO 31.03.2012 Rs.	FOR THE YEAR Rs.	UPTO 31.03.2013 Rs.	AS ON 31.03.2013 Rs.	AS ON 31.03.2012 Rs.
4	Furniture & Fixtures	18.10	4,08,304	-	-	4,08,304	3,18,094	16,328	3,34,422	73,882	90,210
	P.Y.		3,78,667	29,637	-	4,08,304	3,03,344	14,750	3,18,094	90,210	75,323
5	Vehicles	25.89	20,08,766	1,05,646		21,14,412	12,05,687	2,35,269	14,40,956	6,73,456	8,03,079
	P.Y.		20,08,766	-		20,08,766	9,25,135	2,80,552	12,05,687	8,03,079	10,83,631
6	Office Equipments										
a	Computer System	40.00	4,16,300	-	-	4,16,300	1,72,943	97,343	2,70,286	1,46,014	2,43,357
	P.Y.		4,16,300	-	-	4,16,300	10,705	1,62,238	1,72,943	2,43,357	4,05,595
b	Office Equipments	13.91	5,02,781	-		5,02,781	2,91,941	52,000	3,43,941	1,58,840	2,10,840
	P.Y.		4,96,281	6,500		5,02,781	2,58,007	33,934	2,91,941	2,10,840	2,38,274
	<b>Total (6)</b>		9,19,081	-		9,19,081	4,64,884	1,49,343	6,14,227	3,04,854	4,54,197
	P.Y.		9,12,581	6,500		9,19,081	2,68,712	1,96,172	4,64,884	4,54,197	6,43,869
7	Others		-	-		-	-	-	-	-	-
	P.Y.		-	-		-	-	-	-	-	-
	Grand Total		4,61,31,455	4,15,696		4,65,47,151	3,15,31,203	19,96,385	3,35,27,588	1,30,19,563	1,46,24,117
	P.Y.		4,60,37,043	94,412		4,61,31,455	2,92,42,518	22,88,685	3,15,31,203	1,46,00,252	1,67,94,525

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# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## ANNEXURE -1

Notes to and forming part of the financial statements ( As per Schedule VI)(Revised)

Particulars	For the Year Ended 31 March, 2013 Rupees	For the Year Ended 31 March, 2012 Rupees
<b>Note 17 : Revenue from operations</b>		
(a) Sale of products	1,86,85,881	4,58,78,672
(b) Sale of services	-	-
(c) Other operating revenues	-	-
<b>Total</b>	<b>1,86,85,881</b>	<b>4,58,78,672</b>
<b>Less:</b>		
(d) Excise duty	3,03,084	39,61,165
<b>Net Total</b>	<b>1,83,82,797</b>	<b>4,19,17,507</b>
<b>Other Particulars ( Break up)</b>		
(i) Sale of products comprises :-		
a Manufactured goods	1,03,54,115	4,54,78,172
b Traded goods	83,31,766	4,00,500
<b>Total - Sale of products</b>	<b>1,86,85,881</b>	<b>4,58,78,672</b>
(ii) Sale of services comprise :-	-	-
<b>Total - Sale of services</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>1,86,85,881</b>	<b>4,58,78,672</b>
<b>Note 18 : Other income</b>		
a Discount & Rebate income	-	-
b Interest income	2,26,496	-
c Job Work income	4,42,394	-
d Miscellaneous Income : Dieing Income	-	20,560
<b>Total</b>	<b>6,68,890</b>	<b>20,560</b>
<b>Note 19 : Cost of materials consumed (Includes Packing materials)</b>		
<b>A Raw materials</b>		
Opening stock	19,92,940	16,72,232
Add : Purchases	70,29,402	2,20,65,096
	90,22,342	2,37,37,328
Less: Closing stock	25,62,128	19,92,940
<b>Cost of raw materials consumed</b>	<b>64,60,214</b>	<b>2,17,44,388</b>
<b>B Packing materials</b>		
Opening stock	18,45,698	19,46,656
Add : Purchases	46,94,039	1,15,80,259
	65,39,737	1,35,26,915
Less: Closing stock	12,79,308	18,45,698
<b>Cost of packing materials consumed</b>	<b>52,60,429</b>	<b>1,16,81,217</b>
<b>Total</b>	<b>1,17,20,643</b>	<b>3,34,25,605</b>

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

Particulars	For the Year Ended 31 March, 2013	For the Year Ended 31 March, 2012
<b>Note 20 : Changes in inventories of finished goods,work-in-progress and stock-in-trade</b>		
<u>Inventories at the end of the year:</u>		
a Finished goods	9,00,909	12,53,157
b Work-in-progress	-	-
c Stock-in-trade	-	-
<b>Sub Total</b>	<b>9,00,909</b>	<b>12,53,157</b>
<u>Inventories at the beginning of the year:</u>		
a Finished goods	<b>12,53,157</b>	<b>34,61,578</b>
b Work-in-progress	-	-
c Stock-in-trade	-	-
<b>Sub Total</b>	<b>12,53,157</b>	<b>34,61,578</b>
<b>Net (increase) / decrease</b>	<b>(3,52,248)</b>	<b>(22,08,421)</b>
<b>Note 21 : Employee benefits expense</b>		
1 Salaries and wages :-		
A Salary,Wages and Other Benefits :-		
a Salary and Wages	21,95,907	26,23,693
b Training Expenses	-	1,28,497
c Field Staff Incentives [ P. Y. :- Field Staff Sales Promotion Expense]	-	3,54,185
d Medical Allowance	30,000	1,50,426
e Uniform Allowance	59,400	42,542
<b>Sub Total</b>	<b>22,85,307</b>	<b>32,99,343</b>
B Directors' Remuneration	17,92,800	15,42,750
<b>Sub Total</b>	<b>40,78,107</b>	<b>48,42,093</b>
2 Contributions to provident and other funds :-		
a ESI Contribution	6,868	1,751
b PF Contribution	29,314	1,624
	<b>36,182</b>	<b>3,375</b>
3 Staff Welfare Expenses	19,859	44,461
<b>Total</b>	<b>41,34,148</b>	<b>48,89,929</b>
<b>Note 22 : Finance costs</b>		
1 Interest Expense	-	-
2 Other borrowing costs :-		
3 Net (gain) / loss on foreign currency transactions and translation (considered as finance cost)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

Particulars	For the Year Ended 31 March, 2013	For the Year Ended 31 March, 2012
<b>Note 23 : Depreciation</b>		
Depreciation on Tangible Assets	19,96,385	22,88,685
<b>Total</b>	<b>19,96,385</b>	<b>22,88,685</b>
<b>Note 24 : Other expenses</b>		
I Consumption of stores and spare parts :-		-
a Cylinder Charges	14,015	34,170
b Water Charges	19,695	54,565
<b>Sub Total</b>	<b>33,710</b>	<b>88,735</b>
II Power and fuel :-		
Power and Fuels Expenses ( Electricity)	5,04,055	5,32,620
<b>Sub Total</b>	<b>5,04,055</b>	<b>5,32,620</b>
III Rent including lease rentals	-	-
IV Repairs and maintenance - Buildings	1,84,476	2,88,058
V Repairs and maintenance - Machinery	71,040	3,60,714
VI Insurance	19,433	36,319
VII Rates and taxes : Municipal Tax		
(a) CST Expenses	6,250	-
(b) Excise Duty	-	15,31,459
(c) Municipal Tax	15,683	11,647
<b>Sub Total</b>	<b>21,933</b>	<b>15,43,106</b>
VIII Miscellaneous Expenses :-		
1 Advertisement Expenses	25,782	10,158
2 Association Fees	14,400	-
3 Audit Fees (Including VAT Audit Fees)	29,998	55,000
4 Bad Debts	-	29,00,820
5 Bank Commission and Charges	11,267	3,319
6 Commission Expenses	1,58,743	1,56,289
7 Consultancy fees	53,550	84,500
8 Conveyance Expenses	63,410	3,41,136
9 Discount Expenses	10,903	-
10 Donations	32,111	32,771
11 Factory Expenses	3,40,906	2,27,049
12 Filling Fees	-	400
13 Gardning Expenses	90,000	-
14 Freight Expenses	5,529	8,800
15 Interest on Excise Duty	-	2,442
16 Interest on Professional Tax	-	3,027
17 Interest on TDS	-	4,604
18 Interest on Vehicle Loan	46,750	-
19 Interest Expense : On Security Deposit	-	23,196
20 Internet Expense	15,371	9,705
21 Kasar Vata A/c	1,859	24,024
22 Legal And Professional expenses	11,000	-
23 License Fees and Expenses	-	77,000

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

Particulars	For the Year Ended 31 March, 2013	For the Year Ended 31 March, 2012
24 Listing Fees	2,20,600	-
25 Loading Expenses	-	7,467
26 Membership Fees	-	2,000
27 Office Expenses [ Miscellaneous ]	61,103	1,66,744
28 Petrol Expenses	1,98,140	2,25,840
29 Postage & Courier Exps	14,485	13,868
30 Printing & Stationery Expenses	63,565	57,900
31 Production expenses	50,000	-
32 Repairing & Maintenance Expenses (General)	31,805	1,50,598
33 Sales Commission Expense	-	2,36,808
34 Sales Promotion Exps	1,85,106	1,49,482
35 Telephone and Fax Expenses	59,717	85,574
36 Testing Charges	2,18,701	2,93,849
37 Transportation Charges	1,06,511	90,001
38 Travelling Expenses	1,73,818	6,73,283
39 Web Designing Expenses	-	12,592
	<b>22,95,130</b>	<b>61,30,246</b>
<b>Total</b>	<b>31,29,777</b>	<b>89,79,798</b>
<b>Particulars under Other Expenses</b>		
Payments to the auditors comprises :-	-	-
a As auditors :-		
For Current Year	29,998	25,000
For Prior-Period	-	30,000
	<b>29,998</b>	
b For taxation matters	-	-
c For company law matters	-	-
d For management services	-	-
e For other services	-	-
f Reimbursement of expenses	-	-
<b>Total</b>	<b>25,000</b>	<b>55,000</b>
<b>Note 25 : Prior Period Items</b>		
Field Staff Expenses	1,66,074	-
Audit Fees	-	(30,000)
<b>Note 26 : Exceptional Items</b>	-	-
<b>Note 27 : Extra-Ordinary Items</b>		
Inter- Corporate Loans Written Off	-	(17,82,505)

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## GROUPINGS

SR. NO.	PARTICULARS	NOTE NO.	AS AT 31.3.2013 RS.
<b>1</b>	<b><u>Trade Payable</u></b>	<b>4</b>	
	<b><u>Other Than Acceptance</u></b>		
1	Amin Traders		5,880
2	Anhil caps		1,53,075
3	Aquatech Industries		20,932
4	Arch Pharmaceuticals		3,98,306
5	Arch Pharma Chemicals		4,000
6	Asian Flavours and Fragrances		4,463
7	Aura Enterprise		18,040
8	Bahuchar Sales Agency		1,665
9	Bharat Trading Co.		180
10	Concepts		21,848
11	Sundry Creditors		77,045
12	Crimson Print Pack Pvt. Ltd.		22,838
13	Deepen Drugs		80,675
14	Dev Polymers		97,868
15	Dipan Pharma Chem		19,638
16	Foil Distributors		4,819
17	G H printers		22,476
18	Hari Om Agency		1,00,072
19	Hary Pack Pharma		2,75,035
20	Jyoti Packaging		81,837
21	Kahan Pharmaceuticals		1,27,786
22	Komal Pharma		1
23	Krip Art		17,106
24	Krishna Packaging		83,468
25	Mangaldeep Enterprise		2,567
26	M G Pharma Supply Agencies		6,302
27	M/s. Amaratlal Harivaldas		73,928
28	Parth Packers		1,36,254
29	Pharma Supply Agencies		2,07,920
30	Rakesh Chemical		13,692
31	River Print World		14,118
32	Rutvik Pharma		17,466
33	Sandip Corporation		2,440
34	Saumil Bottels Trading Co.		84,751
35	S B Enterprise		47,642
36	Shaily Enterprise		29,883
37	Shital Pharma Chem		54,477
38	Shreeji Packaging		2
39	Shree Parikh Trading Co.		69,837
40	Shyam Printers		53,347
41	Sunil Healthcare Limited		89,368
42	Suren Healthcare		30,138
43	Swastik Packaging		59,616
44	the Gitar laboratories		27,166
45	Trio Pharma Chem		50,642
46	Ubex Polymer		86,611
47	Veemee Pharma		6,876
48	Vijay Pet		3,35,025
49	vishal Enterprise		1,25,478
50	Zeenish Pharma		71,571
51	Daywell Pharam sceticais Private Limited		800
52	Flamingo moulds Plastics Private limited		36,362
53	K. Printo Pharma Chem		2,358
54	Sandip rana		19,600
55	J M Panchal And Co.		500
56	Parikh Health care		2,430
57	Paschim Chemicals Private limited		1,936
58	Paschim Medichem Agency		74,461
59	Pharma Care		6,251
60	Pratmi Lifescience		3,83,121
61	R H Printpack		26,430
62	Shreenath Enterprise		1,080
63	Shree Visvakarma Engg. Co.		12,050
64	Spidigo		8,802
65	Vaishali Agencies Private Limited		2,57,713
	<b>Total</b>		<b>41,70,064</b>

# Sword & Shield Pharma Ltd.

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2	<b>Other Current Liabilities</b>	5 (e)	
(a)	<b>Advance From Sundry Debtors</b>		
1	Bhagyodaya Agency		2,058
2	Eva Biotech Private Limited		28,952
3	Healsure LifeScience Private Limited		3,522
4	Karnavati Utility Service Private Limited		20,650
5	Lincoln Pharmaceuticals Ltd.		1,58,736
6	Lincoln Pharmaceuticals Ltd.		24,784
7	Manibhardt Healthcare		32,861
<b>Total</b>			<b>2,71,563</b>

SR. NO.	PARTICULARS	NOTE NO.	AS AT 31.3.2013 RS.
(b)	<b>Payable On Purchase Of Fixed Asset</b>	5(j)(ii)	
1	Indian Ion Exchange		8,143
2	Metro Machinery Suppliers		1,180
3	V. care Pharma Engg. Services		1,17,700
<b>Total</b>			<b>1,27,023</b>
(c)	<b>Expenses Payable</b>	5(j)(v)	
1	Bhavin rami		1,28,517
2	Chirag N. Chauhan		4,500
3	Deepak R. Vyas		16,058
4	Hemant Sheth		17,914
5	Jabbarshinh Zala		5,240
6	Jayendra G. Hirapara		2,125
7	Jayesh Doshi		1,200
8	Kaushik N. Patel		1,962
9	Kirankumar Sumatilal Shah		900
10	Mukesh Barot		6,303
11	Nilesh raja		1,322
12	Paras Jayani		25,696
13	Parmanand Tiwari		23,186
14	Rakesh K. Patel		6,228
15	Vijaykumar D. Bose		7,372
16	Vikram D. Vaidya		11,588
17	P G Pandya		45,300
18	Rajendrabhai Shah		15,000
19	Laxmiben Hareshbhai Solanki		2,362
20	Dhanlaxmi Printers		65,415
21	Dhruv Printers		4,125
22	N N Khatri		13,455
23	Orbitz Corporate & Lesiure Travel		4,000
24	Patel Electricals		2,743
25	Rajvee Infocare		4,400
26	Shiv Shakti Enterprise		3,581
27	Shrre Cheharkrupa Zerox		680
28	Shree Parikh Pharma		3,535
29	Soni Rasmikant m.		400
30	Swastik Water Suppliers		1,700
31	Tejas Services		3,325
32	Tirupati Offset		500
33	UGVCL		57,004
34	Vaibhav Anyalatical		1,12,197
35	Very Well Industries		1,256
36	Vikas Trade Transport		16,810
37	Anjani Kumar Shah		29,000
38	Autopack Industries		8,000
39	Baba Enterprise		2,270
40	CA A.C. Brahmshatriya		1,665
41	Chandrika Corporation		374
42	Dhruv Enterpriase		603
43	Ethos Caps		56,495
44	Garima Communication		4,583
45	Jaini Electroc Works		6,695
46	Janak Soni & Associates		20,000
47	Jay Print Care		9,910
48	Khodiyar EL Refrigerator		1,610
49	Labh Packers		21,754
50	Lucky Motors		9,025
51	Meghmani Unichem LLP		3,01,079
52	M.P. Industries		1,470
53	M R Gruvare		3,276
54	Narendra H. Rajput		3,500
55	New Shreeji Luggage Corner		2,700
56	N H rajput		13,000
57	Niyo Print Back		35,029
58	Pingaks Graphics		1,000
59	Purvak Shah		16,807
60	R K Computer		300
61	Surface Plus		13,944
62	Uve International		1,350
63	Varahi Gas Agency		10,200
<b>Total</b>			<b>11,93,538</b>

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
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SR. NO.	PARTICULARS	NOTE NO.	AS AT 31.3.2013 RS.
<b>3</b>	<b>Trade Receivables</b>	<b>10</b>	
	<u>For a Period Exceeding Six Months</u>		
	<u>Doubtful</u>		
1	Akash Agency		6,999
2	Alpha Pharma Daman Pvt. Ltd.		3,00,000
3	Asphodel Healthcare		1,00,631
4	Intas Pharmaceuticals		20,668
5	Lesioncare Pvt. Ltd.		8,694
6	Shailesh Thakor		16,000
7	Surendrabhia Patel		15,830
8	Nectar Lifescience Limited		1,25,570
9	Neuron Pharam Pvt. Ltd.		2,535
10	Oicare Laboratories		2,146
11	Pharma Distributors		1,301
12	Shital Pharma		1,549
13	Switzer lifescience Pvt. Ltd.		43,278
14	Unnati Healthcare		1,55,314
15	Will Impex		12,645
	<b>Total</b>		<b>8,13,160</b>
<b>4</b>	<b>Other Trade Receivable</b>	<b>10</b>	
	<u>Unsecured Considered Good</u>		
1	Animeth health Care		32,861
2	Apple Dent Oral Care Pvt. Ltd.		905
3	Aquila Labs		1,392
4	Auroville Labs		7,729
5	Beatle Healthcare		1,240
6	Bhavi Medical		1,560
7	Dipali Shah		25,000
8	Dr. Brijesh Gajjar		720
9	Dr. mili Shah		2,661
10	Goran Pharma Pvt. Ltd.		2,79,640
11	Gujarat Terce Labo.		2,96,859
12	John Biotech Pvt. Ltd.		1,82,321
13	Manan Pharma A Division		5,84,189
14	Ashvin R. Patel		31,176
15	Nilesh Budgujar		5,620
16	Shersinh Solanki		23,849
17	Sneha Prajapati		3,432
18	Nimisha H. Patel		11,199
19	Nirma ltd.		1,20,716
20	Nobles Medical Stores		3,00,312
21	N V Life Care Pvt. Ltd.		18,129
22	Omross Pharma		18,442
23	Polyvin Associates		6,586
24	Radix Organics		1,25,737
25	Riddhi Remedies		54,881
26	Sanjeevani Bio tech Exim Pvt. Ltd.		5,410
27	Sanjeevani Bio tech Pvt. Ltd.		79,491
28	Shree Distributors		2,96,761
29	Shri Sai marketing		762
30	Smith Life Scincces Pvt. Ltd.		3,35,156
31	Troikka Pharamceuticals Ltd.		1,87,471
32	Ramsingh rajput		14,856
	<b>Total</b>		<b>30,57,063</b>



# **Sword & Shield Pharma Ltd.**

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
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## **SWORD AND SHIELD PHARMA LTD.** **ACCOUNTING YEAR : 2012-2013**

### **NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

#### **PART-I : NOTES TO ACCOUNTING STANDARDS**

##### **1.0 SIGNIFICANT ACCOUNTING POLICIES**

(a). Basis of Accounting :-

The Financial Statements are prepared in accordance with the requirements of the Companies Act, 1956 under the historical cost convention on an accrual basis unless otherwise stated and/or immaterial.

(b). Revenue Recognition :-

- (i). Revenue is recognized when it is reasonably certain that it will be received.
- (ii). Revenue from Sale of Goods is recognized when goods are dispatched and invoice is raised.
- (iii). Interest and other Income is recognised on realization basis rather than on accrual basis.

(c). Fixed Assets :-

Fixed Assets are shown at Cost less Depreciation.

(d). Depreciation :-

Depreciation is calculated on all the assets on Written Down Value Method at the rates and manner specified under the Companies Act, 1956.

(e). Valuation of Inventories ( AS 2 ) :-

- ( i ). Inventory is shown as certified by the Management of the Company and is relied upon by the Auditor.
- (ii). Inventory is valued at Cost or Market Value whichever is less.

(f). Retirement Benefits ( AS 15 ) :-

All retirement benefits including Gratuity and Leave encashment will be recognized on cash basis. No Actuarial valuations has been made.

(g). Accounting for Taxes on Income ( AS 22 ) :-

- (a) On account of losses, no provision for Current Income Tax Liability is required, as such no provision has been made thereof.
- (b) Provision for Deferred Income Tax Liability has been made, as per AS 22.

# Sword & Shield Pharma Ltd.

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## (h). Contingent Liabilities:-

These are mentioned under the head Contingent Liabilities and Commitments (Note No. 13) as per Annexure 1 [Notes to and forming part of the financial statements (As per Schedule VI) (Revised)].

## (i). Prior Period Items, and Extra-Ordinary Items:-

These are mentioned under the head Prior –Period Items (Note No. 25) and Extra -Ordinary Items (Note No. 27) as per Annexure 1 [Notes to and forming part of the financial statements (As per Schedule VI) (Revised)].

## 2.0 OTHER NOTES TO ACCOUNTING STANDARD

### (a). Contingent Liabilities :-

As certified by the Management, there is no contingent liability.

### (b). Related Party Disclosure ( AS 18 ) :-

Related Party disclosure as Certified by the management and relied upon is as follows. :- NIL

Sr. No.	Name	Relation	Nature of Payment	Total Rs.
1	Pravinbhai M. Patel	Director	Director's Remuneration	5,97,600
2	Jyotsnaben P. Patel	Director	Director's Remuneration	5,97,600
3	Probibhai Pravinbhai Patel	Director	Director's Remuneration	5,97,600
4	Probi Patel	Director	Unsecured loan	5,89,500
5	Pravinbhai M. patel	Director	Unsecured Loan	3,44,500
	Total			27,26,800

### (c). Deferred Tax Asset / (Liability) as per AS – 22:-

Sr. No.	Particulars	Current Year Rs.	Previous year Rs.
1	On account of Timing Difference	82,258	104,594
2	On account of Permanent Difference	61,239	3,969
	Total : Rs.	143,497	108,563

## **PART - II : NOTES AS PER SCHEDULE VI( REVISED)**

As per Annexure – 1.

# **Sword & Shield Pharma Ltd.**

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## **PART- III : OTHER NOTES**

- (a). Balances of all the parties are subject to confirmations and reconciliations.
- (b). Disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 :-  
Since, the company has no such information, disclosure has not been made.
- (c). Previous Year's figures have been re-grouped and re-arranged wherever considered necessary.
- (d). Immaterial items have been ignored on making disclosure.
- (e). Accounting for VAT :-  
Accounting for VAT on Sales tax are subject to reconciliation with the returns under the relevant laws.
- (f). Wherever external evidences were not available, reliance had been made on internal evidences and / or explanation provided by the management.

**For, JANAK SONI & ASSOCIATES**

Chartered Accountants  
F.R.N. :-121405W

**For and on behalf of the Board of Directors**

**C.A. Janakkumar S. Soni**  
**Proprietor**

**Director**

**Director**

Place : **AHMEDABAD**  
Date : **1st September, 2013**

Place : **AHMEDABAD**  
Date : **1st September, 2013**

**ATTENDANCE SLIP  
SWORD & SHIELD PHARMA LTD**

L. F. NO. : \_\_\_\_\_

NAME OF THE SHAREHOLDER / PROXY \_\_\_\_\_

ADDRESS:

\_\_\_\_\_  
\_\_\_\_\_

Hereby record my presence at the 18<sup>TH</sup> Annual General Meeting of the company to be held on 28<sup>th</sup> September 2013 at 10.00 a.m. at the Registered Office of the Company.

SIGNATURE OF SHAREHOLDER / PROXY\*

\*Strike out whichever is not applicable.

\_\_\_\_\_

**PROXY FORM  
SWORD & SHIELD PHARMA LTD**

L.F. NO.: \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a member/ members of \_\_\_\_\_ Excel Castronics Limited hereby appoint  
Mr./Ms. \_\_\_\_\_ of failing \_\_\_\_\_ him/her  
Mr./Ms. \_\_\_\_\_ of as my/our proxy to vote for  
me / us and my/ our behalf at the 18<sup>TH</sup> Annual General Meeting of the company to be held on 28<sup>th</sup> September 2013 at  
10.00 a.m. at the Registered Office of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013 by the said.

Revenue Stamp of Re. 1/-
--------------------------------

Signature

NOTE:

The Proxy should be returned so as to reach at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be the Member of the Company.