

CHEMO PHARMA LABORATORIES LIMITED

72ND ANNUAL REPORT

2013-2014

DIRECTORS	: SHRI NANDKUMAR PAREEK (Resigned w.e.f. 26.11.2013) SHRI GHANSHYAM K. JOSHI SHRI ASHOK SOMANI SHRI BALKISHAN LOHIA SHRI ASHOK JOSHI (Appointed w.e.f. 26.11.2013)
BANKERS	: AXIS BANK LTD., MUMBAI STATE BANK OF INDIA, MUMBAI
AUDITORS	: BATLIBOI & PUROHIT CHARTERED ACCOUNTANTS MUMBAI
REGISTERED OFFICE	: 5, KUMUD APARTMENT CHS. LTD., KARNIK ROAD, CHIKAN GHAR, KALYAN, DIST. THANE - 421 301, (MAHARASHTRA)
ADMINISTRATION OFFICE	: EMPIRE HOUSE, 3 RD FLOOR 214, DR. D. N. ROAD, FORT, MUMBAI – 400 001.
WEB	: www.thechemopharmalaboratoriesltd.com
E-MAIL	: contact@thechemopharmalaboratoriesltd.com

Registered Office: 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road,
Chikan Ghar, Kalyan, Dist. Thane - 421301
CIN No. L99999MH1942PLC003556

Web Site: www.thechemopharmalaboratoriesltd.com

Email Id: thechemopharmalab@gmail.com

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Seventy Two Annual General Meeting** of the Shareholders of CHEMO PHARMA LABORATORIES LIMITED will be held at 5- Kumud CHS Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421 301 on Thursday, the 28th August, 2014 at 4.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 2014.
2. To appoint Shri Ashok Somani (DIN No. 03063364), who retires by rotation and being eligible, has offered himself for reappointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification (s) the following resolution as an **Ordinary Resolution**
"RESOLVED THAT M/s Batliboi & Purohit Chartered Accountants (Regn No. 101048W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To appoint Shri Ashok Kumar Joshi (DIN No. 06614136) as Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Ashok Kumar Joshi (DIN No. 06614136) who was appointed as an Additional Director of the Company pursuant to the provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of the this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of the director be and is hereby appointed as a Director of the Company liable to retire by rotation."
5. To appoint Shri G. K. Joshi (DIN No. 01032861) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri G. K. Joshi (DIN No. 01032861), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019."
6. To appoint Shri B. K. Lohia (DIN No. 00079120) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

being in force) and Clause 49 of the Listing Agreement, Shri B K Lohia (DIN No. 00079120), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of director, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019."

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder, who is higher in the order of names will be entitled to vote.
6. The Company has notified closure of Register of Members and Share Transfer Books from 18th August, 2014 to 28th August, 2014 (both days inclusive).
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Sharex India Pvt. Ltd.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Sharex India Pvt. Ltd.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Sharex India Pvt. Ltd., for consolidation into a single folio.
11. Members who have not registered their e-mail addresses so far are requested register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

On behalf of the Board

**Sd/-
Ashok Somani
Director**

Place : Mumbai
Date : 23rd May, 2014

CHEMO PHARMA LABORATORIES LIMITED

- EMPIRE HOUSE, 3RD FLOOR, 214, DR. D. N. ROAD, FORT, MUMBAI – 400 001
 - TEL: 91-22-22078381, 22078382 • FAX: 91-22-22074294
 - CIN No.: L99999MH1942PLC003556 • PAN No.: AAACC2056K
- www.thechemopharmalaboratoriesltd.com

EMAIL: contact@thechemopharmalaboratoriesltd.com / chemopharmalab@gmail.com

Dear Shareholders,

Please refer to Notice dated 23th May, 2014 for convening Annual General Meeting on 28th August, 2014 to pass various Resolutions as set out in the said Resolutions.

We are pleased to provide E-Voting facility and accordingly you can vote on various Resolutions by availing E-Voting facility. The Detailed Procedure for E-Voting is given below –

- Log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” tab.
- Now, select the “COMPANY NAME” i.e Chemo Pharma Laboratories Limited from the drop down menu and click on “SUBMIT”
- Now Enter your Folio Number in User ID
- Next enter the Image Verification as displayed and Click on Login.
- You will reach directly on the Company selection screen.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/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.
DOB	<p>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.</p>
Dividend Bank Details	<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 the number of shares held by you as on the cut off date in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- Click on the EVSN for the Chemo Pharma Laboratories Limited on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

The voting period begins on 21/08/2014 at 09:00 am and will remain open till 06:00 pm on 23/08/2014 and will be disabled thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Place: Mumbai
Date: 23rd May, 2014

FOR CHEMO PHARMA LABORATORIES LIMITED

sd/-
Ashok Somani
Director

EXPLANTORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

The Board of Directors of the Company appointed, pursuant to the provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company Shri Ashok Kumar Joshi (DIN No. 06614136) as an Additional Director of the Company with effect from 26th November 2013.

In term of provisions of section 161(1) of the Companies Act, 2013 Shri Ashok Kumar Joshi (DIN No. 06614136) holds office upto the date of ensuing Annual General Meeting.

The Company has received a notice dated 27th March, 2014 in writing under section 257 of the Companies Act, 1956 from a member proposing the candidature of Shri Ashok Kumar Joshi for the Office of Director of the Company.

Shri Ashok Kumar Joshi (DIN No. 06614136) is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Brief resume of Shri Ashok Kumar Joshi (DIN No. 06614136) is given in Corporate Governance Report forming part of the Annual Report to the Company.

Except Mr. Ashok Kumar Joshi, Director (DIN No. 06614136) of the Company, no other Director is concerned or interested or deemed to be concern or interested in the proposed Resolution. Mr. Ashok Joshi (DIN No. 06614136) is not holding any share in Chemo Pharma Laboratories Limited (the "Company").

The Board of Directors recommends the passing of proposed Resolution.

ITEM NO. 5 & 6

Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) are Independent Directors of the Company and have held the positions before the commencement of Companies Act, 2013.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, inter alia, stipulating the conditions for appointment of Independent Directors by a Listed Company.

It is proposed to appoint Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) as Independent Directors under section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold their office for 5 (Five) consecutive years for a term 31st March 2019.

Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) are not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received Notices in writing from members of the Company along with deposit of requisite amount proposing the candidatures of each Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) for the office of Directors of the Company.

The Company has also received Declaration from Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

In the opinion of the Board, Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) fulfill the conditions for appointment Independent Directors as his specified in the Companies Act, 2013 and the Listing Agreement.

Brief resume of Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) are provided in the Corporate Governance Report forming Part of the Annual Report.

A copy of draft letters for respective appointments of Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) as Independent Directors setting out the terms and condition are available for inspection by members at the Registered Office of the Company.

This statement may also be regarded has at disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) are interested in the Resolutions set out respectively at item nos. 5 & 6 of the Notice with regard to their respective appointments.

The relatives of Shri G. K. Joshi (DIN No. 01032861) and Shri B K Lohia (DIN No. 00079120) may be deemed to be interested in the Resolutions set out respectively at item nos. 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company their relatives are in any way concern or interested financially are otherwise in these Resolutions.

The Board commends the Ordinary Resolutions set out at item nos. 5 & 6 of the Notice for approval of the shareholders.

On behalf of the Board

**Sd/-
Ashok Somani
Director**

Place : Mumbai
Date : 23rd May, 2014

MANAGEMENT DISCUSSION AND ANALYSIS

The Management of CHEMO PHARMA LABORATORIES LIMITED in its Analysis Report has highlighted the performance and outlook of the Company in order to comply with the requirement of Corporate Governance as laid down in Clause 49 of the Listing Agreement. However, investors and readers are cautioned that this discussion contains certain forward looking statements that involve risk and uncertainties.

OVERVIEW

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Since the Company had discontinued its manufacturing operations few years back, the Directors are exploring new business opportunities.

OUTLOOK, OPPORTUNITIES AND THREATS

At present the Company is not carrying any manufacturing operation and hence surplus funds have been deployed in a manner that same can be liquidated at any time to meet Capital requirement of the new business.

RISK AND CONCERN

There are no perceived risks in the present activity.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal checks and controls.

FINANCIAL PERFORMANCE

The Company earned a Other Income of Rs. 43,87,594/- as against Rs. 26,98,408/- in the previous year 2012-13. The Profit after taxation was Rs.24,11,814 /- as against Rs. 14,32,354/- in the previous year 2012-13. The Earning Per Share (E.P.S.) has also increased to 1.91 as against 0.95 in the previous year 2012-13.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

BY ORDER OF THE BOARD

Place : Mumbai
Date : 23rd May, 2014

Sd/-
ASHOK SOMANI
DIRECTOR