

TOHEAL PHARMACHEM LIMITED

Board of Directors

ATUL BAHADURSHAH PANDIT
YOGENDRA HARILAL MACHHAR
DHARMESH DESAI

DIRECTOR
DIRECTOR
DIRECTOR

Auditors

M/S. P. Dalal & Co., Chartered Accountants,
75, Samast Brahmikshatriya Society,
Bhattha, Paldi, Ahmedabad-380 007.

Registered Office

5th Floor, Nilkanth Palace, B Block,
Opp. Seema Hall, 100ft. Sanjay Sachin Road,
Satellite, Ahmedabad-380015



DIRECTORS' REPORT

To,
The Members
TOHEAL PHARMACHEM LIMITED

The Directors' present the Annual report on the business and operations of your Company for the year 2009-2010.

FINANCIAL RESULTS AND OPERATIONAL REVIEW:

Particulars	Year Ended 31.03.2010 (Rs.)	Year Ended 31.03.2009 (Rs.)
Gross Sales/Income	NIL	NIL
Less Depreciation	NIL	NIL
Profit/(Loss) before Tax	NIL	(1,14,500)
Taxes/Deferred Taxes	NIL	NIL
Profit/(Loss) After Taxes	NIL	(1,14,500)
P& L Balance b/f	(19,71,406)	(18,56,906)
Adjustment made	2,000	Nil
Profit/ (Loss) carried to Balance Sheet	(19,69,406)	(19,71,406)

PARTICULARS OF EMPLOYEES:

There is no employee having remuneration with the provisions of section 217(2A) of the companies Act 1956 read with the companies (Particulars of employee) Rules, 1975 as amended.

DIRECTORS:

Mr. Dharmesh Desai, Director of the Company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

DIVIDEND:

In view of losses, your Directors do not recommend any dividend during the year.

DEPOSITS:

The Company has not accepted any deposit from the public during the year.

RESPONSIBILITY STATEMENT:

As required u/s 217(2AA) of the Companies Act, 1956 your Director confirms that in the preparation of the annual accounts:

The applicable accounting standards have been followed along with proper explanation relating to material departures.

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, so as to give a true and fair view of the state of affairs of the company at the end of the financial Year and the profit/loss of the company for that period.



Report on Corporate Governance
(Pursuant to Clause 49 of the Listing Agreement)

1. Company's philosophy:

Corporate Governance is an integral part of value, ethics and best business practices followed by the Company. The core values of the Company are commitment to excellence and customer satisfaction, maximizing long-term value for stakeholders, socially valued enterprise and caring for people and environment.

TOHEAL PHARMACHEM LIMITED is committed to good Corporate Governance in order to all stakeholders – Customers, suppliers, lenders, employees, the shareholders. The detailed report on implementation by the company of the Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges, is set out below :

2. Board of Directors:

2.1 Composition of the Board:

The Board of Directors as at 31st March, 2010 comprises of five directors comprises of a, two are Executive and one non-executive director. Mr. Atul B Pandit, Active Director of the Company and he conducts the day to day management of the Company, subject to the supervision and control of the Board of Directors. The independent directors on the Board are senior, competent and highly respected persons from their receptive fields:

2.2 Responsibilities of the Board

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Chairman and Managing Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilization for effective functioning of the Company.

2.3 Meeting and Attendance Record of Directors

The meetings of the Board of Directors are held at periodical intervals and are generally at the registered office of the Company, Ahmedabad. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

