

Toheal Pharmachem Limited

Annual Report

For

2011- 2012

TOHEAL PHARMACHEM LIMITED

Board of Directors

ATUL BAHADURSHAH PANDIT
YOGENDRA HARILAL MACHHAR
DHARMESH DESAI
JAYESH SHAH
HARSH JITENDRAKUMAR SHAH
SUJAY JYOTINDRA MEHTA

MANAGING DIRECTOR
DIRECTOR
DIRECTOR
ADDITIONAL DIRECTOR
ADDITIONAL DIRECTOR
ADDITIONAL DIRECTOR

Auditors

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

Registered Office

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

NOTICE

Notice is hereby given that the Annual General Meeting of the members of TOHEAL PHARMACHEM LIMITED will be held on 28/09/2012 at 12:30 p.m. at 5th Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100 ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31st March, 2012, balance sheet as on that date, Director's Report and the Auditor's report thereon.
2. To appoint Director in place of Mr. Dharmesh Desai who retires by rotation and being eligible offers himself for reappointment.
3. To appoint the Auditors of the Company from the Conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. **To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:**

"RESOLVED THAT, pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company also subject to approval of shareholders of the company, Mr. Jayesh Shah, who was appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting, who is eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

"RESOLVED FURTHER THAT Mr. Atul B. Pandit, Director of the Company, be and is hereby authorised to take necessary action for the implementation of the aforesaid resolution."

5. **To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:**

"RESOLVED THAT, pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company also subject to approval of shareholders of the

company, Mr. Harsh Jitendrakumar Shah, who was appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting, who is eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

"RESOLVED FURTHER THAT Mr. Atul B. Pandit, Director of the Company, be and is hereby authorised to take necessary action for the implementation of the aforesaid resolution."

6. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:

"RESOLVED THAT, pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company also subject o approval of shareholders of he company, Mr. Sujay Jyotindra Mehta, who was appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting, who is eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

"RESOLVED FURTHER THAT Mr. Atul B. Pandit, Director of the Company, be and is hereby authorised to take necessary action for the implementation of the aforesaid resolution."

For And on Behalf of the Company

Place : Ahmedabad

Date : 30/07/2012

Sd/-	Sd/-	Sd/-
Managing Director	Director	Director
(Atul Pandit)	(Harsh Shah)	(Sujay Mehta)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be lodged at the registered office of the Company not later than 48 hours before the meeting.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September, 2012 to 28th September, 2012 (both days inclusive).
3. The Company has appointed M/s. Cameo Corporate Services Limited, Mumbai, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and Address to M/s. Cameo Corporate Services Limited., Unit: Toheal Pharmachem Limited.
4. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
5. Members are requested to bring their copies of the Annual Report to the Meeting.
6. Members are requested to update their Email ID with their respective depository participant and with the Company's Registrar and Transfer Agents (RTA) to enable dispatch the communications in electronic form from time to time as your Company have taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.
7. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s. Cameo Corporate Services Limited quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
8. Corporate Members intending to send their authorized representatives under Section 187 of the Companies Act, 1956, are requested to send a duly certified copy of the board Resolution authorizing their representatives to attend and vote at the Meeting.

9. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

For And on Behalf of the Company

Place : Ahmedabad

Date : 30/07/2012

Sd/-	Sd/-	Sd/-
Managing Director	Director	Director
(Atul Pandit)	(Harsh Shah)	(Sujay Mehta)

Annexure to Notice

Notes on directors seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement entered into with Stock Exchanges:

Item No. 2

Name	:	Mr. Dharmesh Desai
Date of birth	:	04/11/1970
Qualification	:	B.Sc.
Director of the Company since	:	19/08/1999
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	500 Shares

Item No. 4

Mr. Jayesh Shah was appointed as an additional director of the company, pursuant to provision of Section 260 of the Companies Act, 1956. He holds office upto the ensuing General Meeting of the Company and in respect of whom the Company has received notice under section 257 of the Companies Act, 1956 proposing the candidature for the office of Directors, and hence his appointment as Directors of the Company has been proposed.

None of the Directors of the Company, are interested in the resolution set out at of the accompanying notice.

Item No. 5

Mr. Harsh Jitendrakumar Shah was appointed as an additional director of the company, pursuant to provision of Section 260 of the Companies Act, 1956. He holds office upto the ensuing General Meeting of the Company and in respect of whom the Company has received notice under section 257 of the Companies Act, 1956 proposing the candidature for the office of Directors, and hence his appointment as Directors of the Company has been proposed.

None of the Directors of the Company, are interested in the resolution set out at of the accompanying notice.

Item No. 6

Mr. Sujay Jyotindra Mehta was appointed as an additional director of the company, pursuant to provision of Section 260 of the Companies Act, 1956. He holds office upto the ensuing General Meeting of the Company and in respect of whom the Company has received notice under section 257 of the Companies Act, 1956 proposing the candidature for the office of Directors, and hence his appointment as Directors of the Company has been proposed.

None of the Directors of the Company, are interested in the resolution set out at of the accompanying notice.

For And on Behalf of the Company

Place : Ahmedabad

Date : 30/07/2012

Sd/-	Sd/-	Sd/-
Managing Director	Director	Director
(Atul Pandit)	(Harsh Shah)	(Sujay Mehta)

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 2011-2012.

FINANCIAL RESULTS AND OPERATIONAL REVIEW:

Particulars	Year Ended 31.03.2012 (Rs.)	Year Ended 31.03.2011 (Rs.)
Gross Sales/Income	10,58,179	5,99,800
Less Depreciation	NIL	NIL
Profit/(Loss) before Tax	(11,07,584)	2,13,907
Taxes/Deferred Taxes	NIL	NIL
Profit/(Loss) After Taxes	(11,07,584)	2,13,907
P& L Balance b/f	(17,55,499)	(19,69,406)
Profit/ (Loss) carried to Balance Sheet	(28,63,083)	(17,55,499)

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:

During the Year Mr. Jayesh Shah, Mr. Sujay Jyotindra Mehta and Mr. Harsh Jitendrakumar Shah have been appointed as Additional Directors of the Company w.e.f. 07/02/2011 also Board recommend their appointments as Regular Directors of the Company under section 255 of the Companies Act, 1956 in this Annual General Meeting of the Company, the Board took note of the same.

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.

Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

The annual accounts have been prepared on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

As required under rule 3 of the companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil as no trading has been done during the year under review.

APPOINTMENT OF AUDITORS:

M/S. P. DALAL & COMPANY, Chartered Accountants, Ahmedabad, the retiring auditors being eligible offer themselves for re-appointment. Members are requested to appoint them as auditors of the company.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management discussion and analysis Report, pursuant to Clause 49 of the Stock Exchange Listing agreement, forms part of this Report and the same is annexed hereto.

REPORT ON CORPORATE GOVERNANCE:

A separate Report on Corporate Governance along with Certificate from Auditors on its compliance as annexed hereto.

SEGMENT:

Your Company is engaged in a single segment only.

ACKNOWLEDGEMENT:

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

For And on Behalf of the Company

Place : Ahmedabad

Date : 30/07/2012

Sd/-	Sd/-	Sd/-
Managing Director	Director	Director
(Atul Pandit)	(Harsh Shah)	(Sujay Mehta)