

**Madhuveer Com 18 Network Limited**

**(Formerly Toheal Pharmachem Limited)**

# **Annual Report**

**For**

**2019- 2020**

# **MADHUVĒER COM 18 NETWORK LIMITED**

## **Board of Directors:**

|                            |                     |
|----------------------------|---------------------|
| Atul Pandit                | Managing Director   |
| Yogendra Machhar           | Director            |
| Dharmesh Desai             | Director            |
| Manorama Shah              | Director            |
| Jitendra Somchand Shah     | Additional Director |
| Dipankar Bhuvneshwar Mahto | Additional Director |

\*resigned with effect from 11<sup>th</sup> March, 2019

## **Auditors:**

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

## **Registered Office:**

Office no. 812, Anand Mangal-3,  
Opp Core house,  
Nr. Hirabag, Nr. Rajnagar Club,  
Ambavadi, Ahmedabad - 380015  
Phone : 079-65221129  
Email: [tohealpharmachem@gmail.com](mailto:tohealpharmachem@gmail.com)  
Website: [www.tohealpharmachem.com](http://www.tohealpharmachem.com)

## **Registrar and Share Transfer Agent:**

M/s. Cameo Corporate Services Limited  
"Subramanian Building", #1, Club House Road, Chennai - 600 002  
Tele No.: Ph:-044 - 2846 0390 (5 lines), Fax:-044 - 2846 0129  
E-mail: [narasimhan@cameoindia.com](mailto:narasimhan@cameoindia.com), [kalpana@cameoindia.com](mailto:kalpana@cameoindia.com)

# **MADHUVeer COM 18 NETWORK LIMITED**

## **NOTICE**

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of Madhuveer Com 18 Network Limited will be held on 29<sup>th</sup> December, 2020 at 11:00 a.m. at the registered office of the Company situated at Office no. 812, Anand Mangal- 3, Opp Core house, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, Ahmedabad- 380006 and also through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2020, Audited Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2020, Director's Report and the Auditor's report thereon.
2. To appoint Director in place of Ms. Manorama Shah (DIN: 07108562) who retires by rotation and being eligible offers herself for reappointment.

### **SPECIAL BUSINESS:**

#### **3.To Regularize the Appointment of Mr. Dipankar Bhuvneshwar Mahto (DIN: 08730286) as a Non-Executive Independent Director of the Company:**

To consider and if thought fit, with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, 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 pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Dipankar Bhuvneshwar Mahto (DIN: 08730286), who was appointed as an Additional Independent Director of the Company with effect from 21<sup>st</sup> March, 2020 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years upto the conclusion AGM which will be held in the year 2025."

**"RESOLVED FURTHER THAT** any Director of the company be and is hereby authorised to file the necessary form and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**4 To Regularize the Appointment of Mr. Jitendra Somchand Shah (DIN: 01609325) Non-Executive Independent Director of the Company:**

To consider and if thought fit, with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, 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 pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Jitendra Somchand Shah (DIN: 01609325), who was appointed as an Additional Non-Executive Director of the Company with effect from 21st March, 2020 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years upto the conclusion AGM which will be held in the year 2025.”

**“RESOLVED FURTHER THAT** any Director of the company be and is hereby authorised to file the necessary form and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**5. Re-appointment of Mrs. Manorama Jitendra Shah (DIN: 07108562), as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Ms. Manorama Jitendra Shah (DIN: 07108562), a non-executive Director of the Company, who has submitted declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 25th September, 2020 to 24th September, 2025 .”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

**6. To Regularize the Appointment of Mr. Punit Bhavsar as Executive Director of the Company:**

To consider and if thought fit, with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 , 161 and other applicable provisions, if any, 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 pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Punit Bhavsar, who was appointed as an Additional Executive Director of the Company with effect from 28<sup>th</sup> November, 2020 under Section 161 of the Act, be and is hereby appointed as a Executive Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

**7. To Regularize appointment of Mr. Kalpan Sheth as Director of the Company:**

To consider and if thought fit, with or without modification (s), the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under and with the consent of the members at the general meeting, Mr. Kalpan Sheth who was appointed as an Additional Director in the meeting of the Board of Directors held on November 28<sup>th</sup>, 2020 and in respect of whom the Company has received a notice in writing proposing his candidature, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** any Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.

**RESOLVED FURTHER THAT** none of the Directors, Key Managerial Personnel and their relatives are interested in the aforesaid resolution.”

**8. To Appoint Mr. Kalpan Sheth as Managing Director and Chairperson of the Company:**

To consider and if thought fit to pass with or without modification, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in accordance with Schedule V of the Companies Act, 2013 & all other applicable provisions and pursuant to the recommendation of Nomination and Remuneration Committee, the approval of the members be and is hereby accorded to appoint Mr. Kalpan Sheth as Managing Director and Chairperson of the Company for a term of 5 years with effect from 29<sup>th</sup> December, 2020 to 28<sup>th</sup> December, 2025, as per the terms of appointment placed before the meeting.

**“RESOLVED FURTHER THAT** the Managing Director shall be responsible for the overall supervision of the company’s operations, day-today administration, appointment and termination of employees, operating of the company’s bank accounts with power to sign cheques, promissory notes, bills of exchange, etc. and for regular reporting of the company’s activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors.”

**“RESOLVED FURTHER THAT** Mr. Kalpan Sheth, appointed as Managing Director of the company on such terms and at remuneration detailed herein, which is within the limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and the said remuneration was based on the recommendations of the Remuneration Committee.”

#### **Tenure**

The appointment of Mr. Kalpan Sheth as the Managing Director shall be valid for a period of Five years from 29/12/2020 to 28/12/2025.

#### **Remuneration:**

Salary: NIL with authority to the Board of Directors of the Company to grant such increments as it may determine from time to time.

**By Order of the Board of Directors  
For Madhuveer Com 18 Network Limited**

**Place: Ahmedabad  
Date: 28/11/2020**

**Sd/-  
(Divya Rathi)  
Company Secretary**

## **NOTES:**

1. The Company's Statutory Auditors, M/s P. Dalal & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members held on September 30, 2016 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on September 30, 2016. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. In view of the continuing Covid-19 pandemic in the country, social distancing norms to be followed and continuing restriction on movement of persons at several places, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), directed that companies shall hold the Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, Annual General Meeting of the members of the Company (AGM) will be held at the registered office of the company and also through VC/OAVM (hereinafter referred to as "AGM").
3. Further, in compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members whose mail id is not registered with depository participant or Company are requested to register their mail id. Members may note that the Notice and Annual Report 2019-20 will also be available on the company's website [www.tohealpharmachem.com](http://www.tohealpharmachem.com), websites of the Stock Exchanges i.e., BSE Limited [www.bseindia.com](http://www.bseindia.com), and also on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
5. The Share Transfer Books & the Register of Members shall remain closed from Wednesday, 23<sup>rd</sup> December, 2020 to Tuesday, 29<sup>th</sup> December, 2020(Both days inclusive).
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [tohealpharmachem@gmail.com](mailto:tohealpharmachem@gmail.com).

7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through physically and VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. However, the Body Corporate is entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
8. Members holding shares in physical mode desirous of making nomination are advised to submit Nomination Form (SH-13) to RTA or to the Company in respect of their shareholding in the Company and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act
9. Pursuant Regulation 40 of SEBI Listing Regulations, as amended securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are requested to send correspondence concerning shares related matter to Company's Registrars Cameo Corporate Services Limited, Chennai.



10. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through physically and VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email from its registered email address to [roopalcs2001p@gmail.com](mailto:roopalcs2001p@gmail.com). with a copy marked to [tohealpharmachem@gmail.com](mailto:tohealpharmachem@gmail.com).
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company's RTA- Cameo Corporate Services Ltd, 1, Subramanian Building, Club House Road, Anna Salai, Chennai, Tamil Nadu-600002 (Tel no. 044- 28460390) (email id: [cameo@cameoindia.com](mailto:cameo@cameoindia.com)) in case the shares are held by them in physical form.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.
13. Members desiring any information with regard to the annual accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 25<sup>th</sup> December, 2020 through email on [tohealpharmachem@gmail.com](mailto:tohealpharmachem@gmail.com).
14. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
15. The Route Map is annexed in this Notice.

#### **Instructions for remote e-voting**

- a) The ID and password will be send through mail to members of the Company for remote e-voting.
- b) Instruction of e -voting are as follows.
  - (i) The voting period begins on 26<sup>th</sup> December, 2020 at 09:00 A.M. and ends on 28<sup>th</sup> December, 2020 at 05:00 P.M. 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 22<sup>nd</sup> December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

|  | <b>For Members holding shares in Demat Form and Physical Form</b>   |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the</li> </ul>   |
|  | Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.   |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul> |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Madhuveer Com 18 Network Limited on which you choose to vote.