

Toheal Pharmachem Limited

Annual Report

For

2013- 2014

TOHEAL PHARMACHEM LIMITED

Board of Directors

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

MANAGING DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR
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 30/09/2014 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, 2014, 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.

By Order of the Board of Directors

Place : Ahmedabad

Date : 29/05/2014

**Sd/-
(Atul Pandit)
Managing Director
DIN: 02293998**

**Sd/-
(Harsh Shah)
Director
DIN: 01662085**

**Sd/-
(Sujay Mehta)
Director
DIN: 02145467**

NOTES:

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2014 to 30th September, 2014 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demate form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
5. **Voting through Electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

PROCEDURE FOR E-VOTING

In case of members receiving AGM Notice by e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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 .

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(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 “TOHEAL PHARMACHEM LIMITED”

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- 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 Corporate.
- 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 26th September, 2014 (11:00 A.M.) and ends on 27th September, 2014 (6:00 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 (i.e. the record date), being 22nd September, 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

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22nd September, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence 26th September, 2014 (11:00 A.M.) and ends on 27th September, 2014 (6:00 P.M).

The Company has appointed Rupal Patel, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Cameo Corporate Services Limited, Mumbai, Registrar and Share Transfer agent of the Company immediately.
9. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be

transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Cameo Corporate Services Limited, Mumbai, Registrar and Share Transfer agent of the Company.
11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

By Order of the Board of Directors

Place : Ahmedabad
Date : 29/05/2014

Sd/-
(Atul Pandit)
Managing Director
DIN: 02293998

Sd/-
(Harsh Shah)
Director
DIN: 01662085

Sd/-
(Sujay Mehta)
Director
DIN: 02145467

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 : Nil
limited companies
Membership of Committees of : Nil
other public limited companies
No. of Shares held in the : 500 Shares
Company

By Order of the Board of Directors

Place : Ahmedabad

Date : 29/05/2014

Sd/-
(Atul Pandit)
Managing Director
DIN: 02293998

Sd/-
(Harsh Shah)
Director
DIN: 01662085

Sd/-
(Sujoy Mehta)
Director
DIN: 02145467

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 2013-2014.

FINANCIAL RESULTS AND OPERATIONAL REVIEW:

Particulars	Year Ended 31.03.2014 (Rs.)	Year Ended 31.03.2013 (Rs.)
Gross Sales/Income	4,99,000	12,75,000
Less Depreciation	NIL	NIL
Profit/(Loss) before Tax	(87,746)	(3,00,91,569)
Taxes/Deferred Taxes	NIL	NIL
Profit/(Loss) After Taxes	(87,746)	(3,00,91,569)
P& L Balance b/f	(3,29,54,652)	(28,63,083)
Profit/ (Loss) carried to Balance Sheet	(3,30,42,398)	(3,29,54,652)

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 himself 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:

Director confirms that:

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.

By Order of the Board of Directors

Place : Ahmedabad

Date : 29/05/2014

**Sd/-
(Atul Pandit)
Managing Director
DIN: 02293998**

**Sd/-
(Harsh Shah)
Director
DIN: 01662085**

**Sd/-
(Sujoy Mehta)
Director
DIN: 02145467**

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, 2014 comprises of six directors comprises of a, two are Executive and other are non-executive directors. 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.

During the Financial year 2013-2014, 7 Board meeting were held during the year, they are as follows:

01/04/2013, 20/05/2013, 30/05/2013, 14/08/2013, 14/11/2013, 21/01/2014, 12/02/2014

The composition, attendance and other memberships of the Board of Directors of the company is as follows: Attendance of Directors at Meetings of Board of Directors and last AGM:

Name of the Director	Designation	Category	No. of Board meetings attended	Attendance at last AGM	Total No. of Directorships in public Companies	Total No. of Committee membership	Total no. of Board Chairmanship
Atul Pandit	Managing Director	Executive	7	Yes	0	0	0
Machhar Yogendra	Director	Director/ Executive	7	Yes	0	0	0
Desai Dharmesh	Director	Director/ Non Executive	7	Yes	0	0	0
Harsh Jitendrakumar Shah	Director	Director/ Non Executive	7	Yes	5	0	0
Sujay Jyotindra Mehta	Director	Director/ Non Executive	7	Yes	4	1	0

2.4 Details of Directors seeking re-appointment at the ensuing Annual General Meeting

As per the provisions of the Companies Act, 1956, two third of the directors of a company should be retiring directors, of which one third of such directors are required to retire every year and if eligible, they qualify for re-appointment.

Mr. Dharmesh Desai retire by rotation at the ensuing Annual General Meeting and offer him for re-appointment.

Profile of Mr. Dharmesh Desai Director being appointed u/s 152 of the Companies Act, 2013

Name	Mr. Dharmesh Desai
Date of Birth	04/11/1970
Date of Appointment	19/08/1999
No. of shares held in the company	500
Directorship in other company	Nil

2.5 Details of Directors who are as Chairman and Directors in other Public Companies

None of the Directors on the Board is a member or Chairman of any Committees (as specified in Clause 49 (C) (ii) across all the Companies in which he is a director. The necessary disclosure regarding Directorship and Committee position have been made by the Directors who are on the Board of the Company as on 31st March, 2013 and the same is reproduced herein below:

Sr. No.	Name of Director	No of Directorship in other Public Companies	No. of Committees held as Chairman on other public Companies	No. of Committees held as member in other public Company
1.	Atul Pandit	--	--	--
2.	Yogendra Machhar	--	--	--
3.	Dharmesh Desai	--	--	--
4.	Harsh Shah	5	--	--
5.	Sujay Mehta	4	--	2

3. COMMITTEE OF BOARD:

The Company had four Board Committees. These are

1. Audit Committee
2. Remuneration Committee
3. Sub-Committee (Quarterly Results Review Committee)
4. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

3.1 Audit Committee:

The Audit committee constituted by the Board of directors as per the provisions of Clause 49 of the listing Agreements as well as in Section 292A of the Companies Act, 1956, comprises of three members viz. Mr. Sujay Jyotindra Mehta (Non-Executive), Mr. Dharmesh Desai, Member Director (Non-Executive) Mr. Harsh Shah, Member (Non-Executive) who are aware with finance, accounts, management and corporate affairs. Two members constitute the quorum of the said Audit Committee Meeting.

The Audit Committee of the Board of Directors of the Company, Inter-aila, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

- Review the financial reporting process and disclosure of its financial information
- Review with the management, Annual financial statements before submission to the Board
- Review with the management, statutory Auditors and Internal Auditors and adequacy of internal control systems
- Review the company's accounting and risk management policies
- Review the company's accounting and management reporting systems and updates the same from time to time.
- Recommend the appointment and removal of statutory and Internal Auditors and fixation of fees for the same.
- Review quarterly financial statement
- Review internal investigations made statutory/ Internal Auditors.
- Scope of Statutory/ Internal Audit.
- Review fixed deposits/repayment systems etc.
- Any other applicable functions as described in Corporate Governance.
- Review related party transactions.

The terms and reference of the Audit Committee covers the matters specified as per clause 49 of the Listing Agreement besides other terms as may be referred from time to time by the Board of Directors. The Audit Committee met 5 times during the year.

01/04/2013, 20/05/2013, 14/08/2013, 14/11/2013, 12/02/2014

3.2 Remuneration Committee:

(a) Executive Directors:

The Company has not set up a Remuneration Committee. The remuneration of Executive Director were fixed by the Board and approved by the Share Holders at the Annual General Meeting. During the year Company has not paid any remuneration to the Directors of the Company during the financial year 2013-2014 because of the no business of the Company.

(b) Non-Executive Directors:

Non-Executive Directors have not been paid any remuneration, they had paid only Sitting Fees, being a Non Executive director had not paid any Sitting Fees for the financial year.

Details of Remuneration of Executive / Non-Executive Directors for the financial year ended 31st March, 2014

Name	Executive / Non-Executive	Salary	Bonus	Sitting Fees	Contribution to PF	Perquisites	Total
Atul Pandit	Executive	-	-	-	-	-	-
Machhar Yogendra	Executive	-	-	-	-	-	-
Desai Dharmesh	Non Executive	-	-	-	-	-	-
Harsh Jitendrakumar Shah	Non Executive	-	-	-	-	-	-
Sujay Jyotindra Mehta	Non Executive	-	-	-	-	-	-

3.3 Sub-Committee (Quarterly Results Review Committee):

The Sub-Committee (Quarterly Results Review Committee) comprises as under:

Name	Designation
Harsh Shah	Chairman
Dharmesh Desai	Member
Sujay Mehta	Member

The Committee is responsible for approving quarterly un-audited financial statements and monitoring the performance of the Company. 4 (Four) meetings were held on the following dates:

Financial reporting for the First quarter	Second week of August, 2014
Financial reporting for the Second quarter	Second week of November, 2014
Financial reporting for the Third quarter	Second week of February, 2015
Financial reporting for the Fourth quarter	Last week of May, 2015

3.4 Share Transfer & Shareholders'/Investor Grievance Committee:

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

- 1 Mr. Harsh Shah
- 2 Mr. Sujay Mehta
- 3 Mr. Dharmesh Desai

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., No sitting fees is paid to the committee members. The Committee reviewed redressal of investors Grievances pertaining to share transfer, dematerialization of shares, replacement of lost, mutilated and old share certificates, change of address etc. The committee has also taken steps to strengthening investors relations.

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31st March, 2014) is given below:-

Complaints Status: 01.04.2013 to 31.03.2014

- Number of complaints received so far : 14
- Number of complaints solved : 4
- Number of pending complaints : 10

4. DISCLOSURES:

(a). Materially significant related party transactions:

The same are not disclosed at on the Significant Accounting Policies and notes on accounts- schedules.

(b). During the last three Years, there were no penalties, strictures imposed by either SEBI or stock Exchange or any statutory authority for non- Compliance of any matter related to the capital market.

CEO/CFO Certification:

(Under Clause 49(V) of Listing Agreement)

We Certify that --

- a. We have reviewed the financial statements and the cash flow statement for the year 2013-2014 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2012-2013 which are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee
 - Significant changes in internal control over the financial reporting during the year 2013-2014;

- Significant changes in accounting policies during the year 2013-2014 and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

5. Share Transfer System:

The Company has appointed Cameo Corporate Services Limited, Registrar and Transfer Agent for valid Share transfer in physical form and demat form. Share transfer complete in all respects were approved and registered within the stipulated period.

6. Date, Time and venue of : 30th September, 2014 at 12.30 p.m.

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

7. Book Closure Date : 23rd September, 2014 to
30th September, 2014

8. CEO/CFO Certification:

Atul B. Pandit & Yogendra Machchhar, Directors issued a certificate to the Board as Prescribed under sub-clause V of clause 49 of the listing agreement

MEANS OF COMMUNICATIONS:

The half Yearly and quarterly results of the Company were not published in any news paper but regularly forwarded to the Mumbai Stock Exchange where the Company's share are listed. The Company has not considered it necessary to circulate half yearly results at the residence of shareholders as there is no significant up and down in the activities of the company having material impact on the shareholders interest. The Company regularly upload all compliances and update its website www.tohealpharmachem.com.

Further the Company has not made any presentation to any financial institutional Investors/analysts or banks during the year.

Listing of Equity Shares on Stock Exchanges: Annual listing fees for the financial Year upto 31-03-2014 for BSE Ltd has been paid.

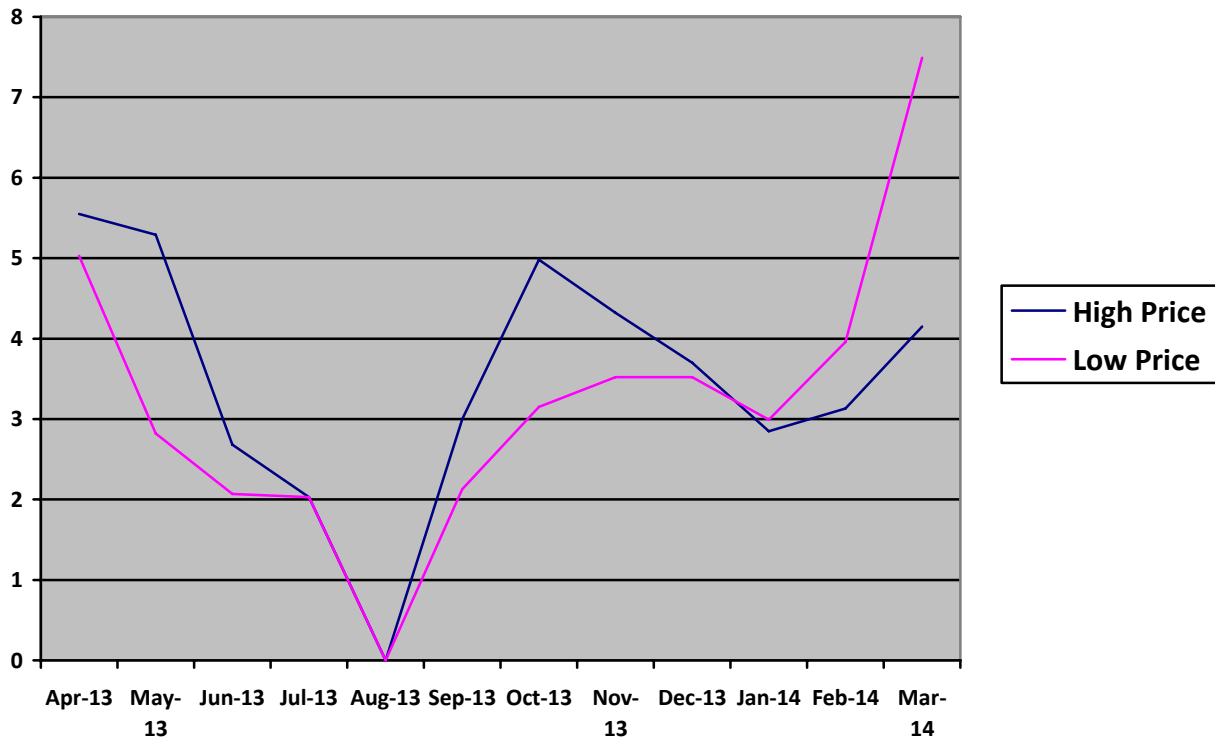
g. Stock Code: BSE 531910, ASE: 61325

h. Demat ISIN number: INE312M01016

I. Market Price of the Companies: High / Low of Monthly Market Price of the Companies Equity Shares traded on BSE during the financial year 2013-2014 is furnished below

Month	High Price	Low Price
April 2013	5.55	5.03
May 2013	5.29	2.82
June 2013	2.68	2.07
July 2013	2.03	2.03
August 2013	---	---
September 2013	3.00	2.13
October 2013	4.98	3.15
November 2013	4.32	3.52
December 2013	3.70	3.52
January 2014	2.85	2.99
February 2014	3.13	3.96
March 2014	4.15	7.49

j. Performance of the Company's shares in comparison with broad based indices as BSE's Sensex:



k. Registered and Transfer Agent: The Company has appointed Cameo Services, Mumbai as the common agency both in respect of demat shares and physical mode.

l. Share Transfer System: All the transfers are received and processed by the Secretarial Department of the Company and approved by share transfer committee. Share Transfer requests received in physical form The Management discussion and analysis forms part of the Annual Report.

9. Dividend Payment Date : Not Applicable

10. Detail of last three Annual General Meeting:

Meeting	Year	Venue of AGM	Date	Time	Whether Special resolution passed
Annual General Meeting	2011	5 th Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100 ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015	29 th September, 2011	12.30 P.M.	No

Annual General Meeting	2012	5 th Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100 ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015	28 th September, 2012	12.30 P.M.	Yes
Annual General Meeting	2013	5 th Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100 ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015	27 th September, 2013	12.30 P.M.	Yes

Details for Special Resolution had passed in last AGM:

2013: NIL

2012:

- 1) Appointment of Mr. Jayesh Shah as director of the company.
- 2) Appointment of Mr. Harsh Shah as director of the company.
- 3) Appointment of Mr. Sujay Mehta as director of the company.

2011: NIL

11. Distribution of Shareholding as on March 31, 2014.

On the basis of shares held

No of Equity shares held	No. of shareholders	Percentage of Total share holders	No. of Shares held	Percentage of total share held
Upto 5000	162	23.78	438100	0.86
5001 – 10000	406	59.61	3869380	7.61
10001 – 20000	27	3.96	446320	0.87
20001 -- 30000	18	2.64	469910	0.92
30001 --40000	6	0.88	209610	0.41
40001 --50000	11	1.61	531820	1.04
50001--100000	8	1.17	622320	1.22
Above 100000	43	6.31	44217540	87.03
Total	681	100 %	50,80,500	100 %

12. Shareholding pattern as on 31st March, 2014

Category	No. of share held	% of shareholding
a. Promoters and persons who may be deemed to be acting in concert including promoter/directors group Companies	6,38,400	12.57%
b. Other bodies corporate	18,25,122	35.92%
c. Indian public	26,11,765	51.41%
d. Clearing Members	113	0.00%
e. HUF	5100	0.10%
Total	50,80,500	100%

Dematerialization of shares: As on 31-03-14 Demat shares accounted for 4.85% (246200 Equity Shares) of total equity.

- 13. Listing on Stock Exchanges** : BSE Limited
Phiroze jeejeebhiy Towers,
Dalal Street, Mumbai – 400023
- The Ahmedabad Stock Exchange,
Kamdhenu Complex,
Opp. Sahajanand Complex,
Panjarapole, Ambawadi,
Ahmedabad -380015
- 14. Investor Correspondence** : All enquiries, clarifications and
Correspondence should be addressed
to the compliance officer at the
following address.
- 15. Compliance Officer** : Atul B. Pandit

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

17. Registrar & Share Transfer Agent: Cameo Corporate Services Limited
202 Pawan Flat,
7, Anandnagar Society,
Productivity Road,
Alkapuri Road, Baroda -390 007

18. Compliance Certificate of the Auditors:

The statutory Auditors have certified that the company has complied with the conditions of corporate governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchange and the same is annexed to the Directors Report and Management Discussion and Analysis.

The Certificate from the statutory Auditors will be sent to the listed stock exchange along with the annual return of the Company.

19. General Information regarding the Scheme of Amalgamation and Re-organisation:

Your Board of Directors have approved draft Scheme of arrangement for revival of Toheal Pharmachem Limited and Amalgamation of Sakshi Barter Private Limited (Transferor Company) with Toheal Pharmachem Limited (Transferee Company) and Re-organization of Share Capital of Toheal Pharmachem Limited (Transferee Company) at the meeting held as on 01st April, 2013, whereas the same scheme has been submitted to BSE Ltd and the approval from the same is pending.

DECLARATION

As provided under clause 49 of the Listing Agreement with the Stock Exchange, all Board members and Senior Manager personnel have affirmed compliance with TOHEAL PHARMACHEM LIMITED Code of Business conduct and ethics for the year ended March 31, 2014

By Order of the Board of Directors

Place : Ahmedabad

Date : 29/05/2014

**Sd/-
(Atul Pandit)
Managing Director
DIN: 02293998**

**Sd/-
(Harsh Shah)
Director
DIN: 01662085**

**Sd/-
(Sujoy Mehta)
Director
DIN: 02145467**

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

We at Toheal Pharmachem Limited Understand your individual trading requirements provide total resource to extend your company's capabilities, meet your goals of a timely entry in to the market, use outsourcing as a strategic move in your product life cycle planning, gain a greater economic edge in a highly competitive market, develop new dosage forms and procedures. Our strength is providing total customer satisfaction by delivering superior quality products through cutting edge technology and the best possible services.

We at Toheal Pharmachem Limited assisted in the development and trading of a wide variety of drugs and dosage forms and potency variations for many prestigious pharmaceuticals companies around the world.

INDUSTRY STRUCTURE AND DEVELOPMENT

The pharmaceutical industry in India is currently registering a value growth of 13 percent on retail sales level. This growth in the domestic market is mainly driven by increasing purchasing power and better availability within the country. Consumer spending on healthcare went up from 4 per cent of GDP in 1995 to 7 per cent in 2010. The number is expected to rise to 13 per cent of GDP by 2015. Furthermore, internationally operating Indian Companies have seen healthy growth of their exports into Western markets. The growth also has spurred players in the Indian pharmaceutical industry to explore newer avenues of drug research, discovery and development, promising higher capital investments in the near future. There have been several new collaborations with the aim of research and discovery between Indian and non Indian pharmaceutical Companies, some of which are Mergers and Amalgamation. Many Multinational Companies have increased their spending in India to conduct clinical trials and research, either by establishing own Research and Development units or commissioning Contract Research Organizations (CROs). Pharmaceutical research, manufacturing and outsourcing have received an impetus in the country, creating the image of a land of opportunities in the pharmaceutical space.

STRENGTH OF THE COMPANY:

The long-term goal of the Company is to become a pharmaceutical company driven by research. The company also takes all most care to ensure that a safe formulation of medicine being traded by method and process. Prescribe with international specifications. With the prime focus on customer satisfaction, continuous efforts are made to offer solutions that give an extra advantage to the customer.

A strong desire for continuous innovation forms the bedrock of the efforts of this dedicated and talented team. Perseverance & Passion for new ideas are the driving forces, which leverage the efforts to develop new product Solutions, Processes and Applications. A strong harmony between R&D, Production and Marketing team aids in fine tuning production processes to make them more efficient and environment friendly.

Globalization is a thrust area at our end which is evident from our continuous efforts to enhance our International Business, which currently accounts for one third of our business.

The international business, which currently forms one third of the Company's business, hold huge potential and is focused for future growth.

Expertise in latest quality movement and in-depth insight into the Indian and international Pharmaceuticals markets, Toheal have made unrivaled progress. Current growth rate of the company has exceeded with noticeable value. Further the Company has assisted in the development and trading of a wide variety of drugs and dosage forms and potency variations for many prestigious pharmaceuticals companies around the world.

Our endeavour to walk an extra milage by providing our customers with alternate solutions, customized products and packaging has resulted in expanding our business horizons and proximity to the lives of people. We remain focused on developing application related derivatives of existing products as well as newer product solutions.

OVERALL REVIEW OF COMPANY

OPPORTUNITIES, THREAT, RISKS AND CONCERNS

The Indian pharmaceutical industry is growing consistently and is expected to do so also in future. Quality of products will improve, as is evident from the recent publication of the new Indian Pharmacopeias and the activities of the Drugs Controller of India against “irrational combinations” and “counterfeits”. We wish that these initiatives, which will lead to a safer healthcare environment for patients, will be followed up in a transparent and rational way.

For the pharmaceutical industry in India the National Pharmaceuticals Policy still represents a major threat. We regard price monitoring as a better option, balancing affordability and investments into continuous improvements of product quality. Another major concern relates to the recent developments in the post product-patent regime. Unfortunately, for India the patent regime needs to be challenged looking at the limited amounts of patents granted and patents being opposed.

FUTURE OUTLOOK:

As a Pharmaceutical Industry in India the Company wishes to diversify Business Corporation to achieve leadership by exceeding customer expectation in domestic as well as overseas markets. Further to attain financial strength through ever growing profitability to attain excellence while achieving "Supreme customer satisfaction" to attain the global recognition for the corporation and to focus on customer's need and fulfill their expectations. Further the Company will provide services and products of the most superior quality and seek consistent improvement innovation and excellence in our performance. To create working environments this helps committed people to achieve their fullest potential. Provide them ample opportunity to grow.

SEGMENT WISE PERFORMANCE

The Company is operating only in one sector i.e. trading of pharmaceutical drugs and therefore the segment reporting and performance standard is not applicable to the Company.

INTERNAL CONTROL

The Internal Control systems including the policies, procedures and guidelines of the Company are adequate and commensurate to the extent and nature of its operations. The controls are reviewed for effectiveness by the internal auditors and the audit committee too. Any deviations are brought to the notice of the Audit Committee periodically and corrective steps are recommended and implemented.

FINANCIAL PERFORMANCE

The Company is passing through the restructuring process and trying to come out of all difficulties by improving its turnover.

By Order of the Board of Directors

Place : Ahmedabad

Date : 29/05/2014

**Sd/-
(Atul Pandit)
Managing Director
DIN: 02293998**

**Sd/-
(Harsh Shah)
Director
DIN: 01662085**

**Sd/-
(Sujay Mehta)
Director
DIN: 02145467**

Compliance Certificate

To,
The Members,
TOHEAL PHARMACHEM LIMITED,
5th Floor, Nilkanth Palace, B Block,
Opp. Seema Hall, 100ft. Sanjay Sachin Road,
Satellite, Ahmedabad-380015

We have examined the compliance of Corporate Governance by TOHEAL PHARMACHEM LIMITED for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate Governance. It is neither an audit nor an expression of to opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P. Dalal & Company,
Chartered Accountants**

**Place: Ahmedabad
Date: 29/05/2014**

**Sd/-
P. S. Dalal
(Proprietor)
M. No. 37983**

INDEPENDENT AUDITOR'S REPORT

To the members of
TOHEAL PHARMACHEM LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of TOHEAL PHARMACHEM LIMITED, which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance and Cash Flow 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

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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, 2014; and
- b) in the case of the Statement of Profit and Loss Account, of the profit for the year ended on that date. and
- c) in the case of Cash flow statement, of the cash flows of the Company for the year ended on that date.

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, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement 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, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, 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, P.DALAL & CO.
CHARTERED ACCOUNTANTS

PLACE: AHMEDABAD
DATE: May 29, 2014

Sd/-
(CA PRASHANT S DALAL)
PROPRIETOR
(M.NO. :37983)

ANNEXURE TO AUDITOR'S REPORT

The annexure referred to in our report to the members of Royale Manor Hotel and Industries Limited on the financial statements as of and for the year ended 31st March, 2014. We report that:

1. (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 informed to us, the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
(c) During the year substantial part of fixed assets have not been disposed off.
2. (a) As explained to us, inventories have been physically verified by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventory. No material discrepancy was noticed on physical verification of stocks by the management as compared to books records.
3. (a) The Company has not granted any loans to Company, Firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, paras (a) to (d) are not applicable.
(b) The Company has obtained unsecured loan from two entities and a other party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year and outstanding balance is Rs. 12,80,050.
4. In our opinion and according to the information and explanations to us, there is an adequate internal control procedure commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory and fixed assets and payment for expenses & for the sale of goods and services. Further, there is no continuing failure to correct major weakness in internal control.
5. (a) According to the information and explanations given to us, the transaction pertaining to contracts and arrangements that need to be entered into register in pursuance of section 301 of the Companies Act, 1956 have been so entered.
(b) According to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements entered in the register maintained under section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market price at the relevant time.
6. In our opinion and according to information and explanations given to us, the Company has not accepted any deposits from the public covered under section 58A, 58AA of Companies Act, 1956 and the rules made there under are not applicable.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with the size of the Company and nature of its business.

8. As per information and explanations given to us by the management, the Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 for the Company. Therefore, no further comments are required to be made.
9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees state insurance, service tax and tax deducted at source, investor education and protection fund, income-tax, sales tax, wealth tax, custom duty and other material statutory dues as applicable with the appropriate authorities.

According to the information and explanations given to us, there was no undisputed amount outstanding & payable in respect of statutory dues as at 31st March 2014, for a period of more than six months from the date of they become payable.

- (b) According to the information and explanations given to us there are no dues of income tax, sales tax, custom duty, wealth tax, excise duty, cess which have not been deposited on account of dispute.
10. The Company has accumulated losses as on 31st March, 2014 of Rs. 3,30,42,398/-. Further it has not incurred cash loss during the year ended on 31st March, 2014.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to any financial institution.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore provisions of clause (xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. The shares and securities held by the Company as investments are in its own name.
15. According to the information and explanations given to us, the Company has not given any corporate guarantees for loan taken by others.
16. In our opinion and according to the information and explanations given to us, the term loans raised during the year by the Company have been applied for the purpose for which the said loans were obtained, where such end use has been stipulated by the lender.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as on 31st March, 2014, in our opinion, there are no funds raised on a short-term basis which have been used for long term investment and *vice-versa*.
18. Based on the audit procedures performed and the information and explanations given by the management, we report that the Company has not made any preferential allotment of shares during the year.

19. The Company has no outstanding debentures during the year and therefore the creation of securities or charge does not arise.
20. The Company has not raised any money by way of public issue during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing principles in India for the purpose of reporting the true and fair view of the financial statements, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For, P.DALAL & CO.
CHARTERED ACCOUNTANTS

PLACE: AHMEDABAD
DATE: May 29, 2014

Sd/-
(CA PRASHANT S DALAL)
PROPRIETOR
(M.NO. :37983)

TOHEAL PHARMACHEM LTD.

Balance Sheet as at 31st March, 2014

Particulars	Note No	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	36,645,750	36,645,750
(b) Reserves and Surplus	2	(33,042,398)	(32,954,652)
(2) Non-Current Liabilities			
(a) Deferred tax liabilities (Net)	3	-	-
(3) Current Liabilities			
(a) Short-term borrowings	4	1,280,050	989,000
(b) Trade payables	5	-	-
(c) Other current liabilities	6	30,500	30,500
(d) Short-term provisions	7	-	-
Total		4,913,902	4,710,598
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets			
(ii) Capital work-in-progress	8	55,000	55,000
(b) Non-current investments	9	-	-
(c) Long term loans and advances	10	-	-
(d) Other non-current assets	10	-	-
(2) Current assets			
(a) Inventories	11	-	-
(b) Trade receivables	12	667,590	725,590
(e) Cash and cash equivalents	13	1,191,312	930,008
(f) Short-term loans and advances	14	3,000,000	3,000,000
(g) Other current assets	15		
Total		4,913,902	4,710,598

As per our report of even date
For, P. Dalal & Co.
Chartered Accountants

for and on behalf of the Board
Toheal Pharmachem Limited

Sd/-
CA Prashant Dalal
(Proprietor)
Membership No. 37983

Sd/- Sd/- Sd/-
Harsh Shah Atul Pandit Sujay Mehta
Director Director Director
DIN:01662085 DIN:02293998 DIN:02145467

Place : Ahmedabad
Dated: 29/05/2014

Place : Ahmedabad
Dated: 29/05/2014

TOHEAL PHARMACHEM LTD.

Statement of Profit and Loss for the year ended 31st March, 2014

	Particulars	Note No	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
I.	Revenue from operations	16	199,000	105,000
II.	Other Income	17	300,000	1,170,000
III.	Total Revenue (I + II)		499,000	1,275,000
IV.	Expenses:			
	Cost of materials consumed	18		-
	Purchase Cost of Stock in Trade	19	58,000	473,150
	Changes in inventories of finished goods and Stock-in-Trade	20	-	-
	Employee benefit expense	21	31,000	289,700
	Financial costs	22	2,383	3,650
	Depreciation and amortization expense			
	Other expenses	23	495,363	851,148
	Loss on sale of investment			1,141,736
	Bad Debts Written Off		-	28,607,185
	Total Expenses		586,746	31,366,569
V.	Profit before tax (III - IV)		(87,746)	(30,091,569)
VI.	Tax expense:			
	(1) Current tax		-	-
	(2) Short Excess Provision of Earlier years		-	-
	(3) Deferred tax		-	-
VII.	Profit/(Loss) for the period (XI + XIV)		(87,746)	(30,091,569)
VIII.	Earning per equity share:			
	(1) Basic		(0.02)	
	(2) Diluted		(0.02)	-
As per our report of even date				
For, P. Dalal & Co.				
Chartered Accountants				
 Sd/-				
CA Prashant Dalal				
(Proprietor)				
Membership No. 37983				
 Place : Ahmedabad				
Dated: 29/05/2014				
			for and on behalf of the Board	
			Toheal Pharmachem Limited	
			Sd/-	Sd/-
			Harsh Shah	Atul Pandit
			Director	Director
			DIN:01662085	DIN:02293998
			DIN:02145467	DIN:02145467
			Place : Ahmedabad	
			Dated: 29/05/2014	

TOHEAL PHARMACHEM LTD.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2014

Particulars	AMOUNT 2013-2014	AMOUNT 2012-2013
A.CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE INTEREST,TAX AND EXTRAORDINARY ITEMS	-87746.00	-30091569.00
Adjustments for		
Depreciation	0.00	0.00
Share/Debenture Issue Expenses written off	0.00	0.00
Preliminary Expenses Written off	0.00	0.00
Excess provision for Taxation/Dividend written back	0.00	0.00
	-87746.00	-30091569.00
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		
Adjustments for increase/decrease in :		
Trade and Other Receivables	175590.00	0.00
Inventories	-175590.00	0.00
Other current Assets	-3000000.00	0.00
Trade & Other Payables	0.00	20500.00
CASH GENERATED FROM OPERATIONS	-3087746.00	-30071069.00
Interest Paid	0.00	0.00
Direct Taxes Paid (TDS deducted from various income)	0.00	0.00
CASH FLOW BEFORE EXTRAORDINARY ITEMS	-3087746.00	-30071069.00
EXTRAORDINARY ITEMS	0.00	0.00
NET CASH FROM OPERATING ACTIVITIES (A)	-3087746.00	#####
B.CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	0.00	0.00
Sales of Fixed Assets	31607185.00	950000.00
Purchase of Investments/Increase in Investment	0.00	0.00
Sales of Investments/Decrease in Investment in AOP	1267736.00	0.00
Interest/Dividend Received	0.00	0.00
NET CASH USED IN INVESTING ACTIVITIES (B)	32874921.00	950000.00
C.CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital	0.00	0.00
Proceeds from Long Term Borrowings	0.00	0.00
Proceeds from Short Term Borrowings	0.00	0.00
Share/Debenture Issue Expenses/Preliminary Expenses	0.00	0.00
Increase/(Decrease) in Unsecured Loan	89000.00	641000.00
Increase/(Decrease) in Current Liabilities	0.00	0.00
Dividend Paid	0.00	0.00
NET CASH USED IN FINANCING ACITIVITES (C)	89000.00	641000.00
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	29876175.00	-28480069.00
CASH AND CASH EQUIVALENTS AS AT 1.4.2012	1057656.00	553740.00
CASH AND CASH EQUIVALENTS AS AT 1.4.2013	930008.00	1057656.00
NET INCREASE/DECREASE IN CASH EQUIVALENTS	-127648.00	503916.00

NOTE : FIGURES IN BRACKET SHOWS OUTFLOW

AUDITORS CERTIFICATE

We have examined the above Cash Flow Statement of TOHEAL PHARMACHEM LIMITED, AHMEDABAD for the year ended 31st March, 2014. The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the company.

As Per our Attached Report of even date

**For P. Dalal & Co.
Chartered Accountants**

Sd/-
**CA Prashant Dalal
Proprietor
M. No.: 37983**

**Place : Ahmedabad
Date: 29/05/2014**

TOHEAL PHARMACHEM LIMITED
5TH FLOOR, 'B' BLOCK NILKANTH PALACE,
OPP. SEEMA HALL, 100 FT ROAD, SATELLITE, AHMEDABAD-380015

NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
1	Share Capital		
	Equity Share Capital		
	Authorised Share capital (60,00,000 Equity Shares of Rs 10/- each)	60,000,000	60,000,000
	Issued, Subscribed Share Capital		
	50,80,500 Equity Shares of Rs.10/- each (Previous Year : 50,80,000)	50,805,000	50,805,000
	Paid Share Capital		
	36,64,575 Equity Shares of Rs.10/- each (Previous Year : 50,80,000)	36,645,750	36,645,750
	Total	36,645,750	36,645,750
	ii) Reconciliation of the number of shares;		
	No. of Equity shares issued at the beginning of the period	3,664,575	3,664,575
	Add no. of Equity shares issued during the period	-	-
	Less no. of Equity shares bought back during the year	-	-
	No. of Equity shares at the end of the period	3,664,575	3,664,575
	ii) List of Shareholder holding more than 5% of shares	No of Shares	% of holding
	1) Madhurani Agrawal	303,900	5.98%
	2) Vidhata Fin & Invest (p) Ltd	335,600	6.61%
	3) Devhill Fin & Invest (p) Ltd	360,900	7.10%
		-	0.00%
		-	0.00%

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
2	Reserves and Surplus		
	Capital Reserves	-	-
	Securities Premium Reserves	-	-
	Profit & Loss account		
	OPENING BALANCE	(32,954,652)	(2,863,083)
	ADDITION DURING THE YEAR	(87,746)	(30,091,569)
	TRANSFERRED TO RESERVES AND SURPLUS	(33,042,398)	(32,954,652)
	Total	(33,042,398)	(32,954,652)

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
3	Deferred Tax Liability		
	Balance as per last year	-	-
	Add: Provided during the year	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
4	Short-terms borrowings		
	Secured	-	-
	CASH CREDITS/ OVERDRAFTS	-	-
	Unsecured	-	-
	Pashwa Chemicals	900,000	900,000
From Harsh Shah	380,050	89,000	
	Total	1,280,050	989,000

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
5	Trade Payables - Current		
	Unsecured and considered good	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
6	Other current liabilities		
	Other payables	30,500	30,500
	Unsecured and considred good		
	Total	30,500	30,500

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
7	Short-term provisions		
	Provision for Income Tax	-	-
	Provision for the Expenses	-	-
	Provision for the Service Tax	-	-
	VAT/CST Payable	-	-
	Provison for Tax Deducted at Source	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
8	Capital Work in Progress		
	Gujarat Electricity Board	40,000	40,000
	Telephone Deposits	15,000	15,000
	Fabrication Labour in advance		
	1) Bhuvanashwari Transport	-	150,000
	2) Akshay enterprise	-	22,825
	3) Ekta Electricals	-	250,000
	4) Labhubhai Ratibhai thakkar	-	196,520
	5) mohanlal v patel	-	409,057
	Advance for Machinery		
	1) Dharmesh P Trivedi	-	2,471,000
	2) harshad S barot	-	4,695,000
	3) Nilesh Brambhatt	-	4,533,000
	4) D I Pharma machinery	-	6,779,793
	5) Jyoti Corporation	-	700,000
	6) jainam Corporation	-	100,000
	7) Mirda Engineering	-	500,000
	8) Muktajivan fabricators	-	320,000
	9) S P Pharma Equipments	-	5,937,500
	10) Vishwa Shakti Machinery	-	966,000
	Other Advances		
	1) Mehta Integrated Finance Ltd	-	526,490
	2) Tibrewal Global finance	-	50,000
	Total	55,000	28,662,185
		-	28,607,185
	Less: Recd Bad debts written off	-	28,607,185
	Grand Total	55,000	55,000
Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
9	Non-current investments		
	Investments in Equity instruments		
	UNQUOTED	-	1,267,736
	Less: Investment sold during the year	-	(126,000)
	Less: Loss on sales of Investment	-	(1,141,736)
	QUOTED	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
10	Long Term Loans and Advances		
	Unsecured considered good		
	Capital Advances	-	-
	Other loans and advances	-	-
	Long Term Loans and Advances	-	-
	Other Non Current Assets		
	Security Deposits	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
11	Inventories	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
12	Trade receivables		
	Unsecured and considred good	667,590	725,590
	Others	-	-
	Total	667,590	725,590

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
13	Cash and cash equivalentents		
	Cash on Hand	1,184,717	928,540
	Balances with banks	6,595	1,468
	Total	1,191,312	930,008

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
14	Short term loans and advances		
	Unsecured Considred Good		
	Anar Projects Ltd	3,000,000	3,000,000
		-	-
	Total	3,000,000	3,000,000

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
15	Othere Current Assets		
		-	-
		-	-
		-	-
		-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
16	Revenue from Operations Revenue from - Sale of products As per note A Below Other operating revenues	- 199,000	- 1,170,000
	Total	199,000	1,170,000

	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
	(A) : Domestic sales Export sales	199,000 -	105,000 -
	Total	199,000	105,000

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
17	Othe Income Dividend income Net gain/ loss on sale of investments/Assets Other non-operating income (net of expenses directly attributable to such income)	- - 300,000	- - -
	Total	300,000	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
18	Raw Material Consumption		
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
19	Purchase cost of Stock In Trade Purchases	58,000	473,150
	Total	58,000	473,150

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
20	INCREASE/ DECREASE IN STOCK OF FINISHED GOODS and Stock in Trade Opening Stock		
	Total	-	-
	Closing Stock Total	-	-
	Increase or Decrease in Stock	-	-

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
21	Employee Benefits Expense		
	Salaries and wages	30,000	288,000
	Directors Sitting Fees / Remuneration		-
	Staff Welfare Exp	1,000	1,700
	Total	31,000	289,700

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
22	Finance Costs		
	Total Interest expenses	-	-
	Other borrowing costs	-	-
	BSE Listing Charges		-
	Bank Charges	2,383	3,650
	Demand Draft Charges	-	-
	Total	2,383	3,650

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
23	Other Expenses		
	Printing and Stationery	15,200	19,980
	Repairing	-	-
	Conveyance	54,150	67,718
	Miscellaneous Expenses		276,795
	Payment to Auditors	25,000	30,000
	ROC Filing Exp.	1,050	10,500
	Legal Exp. (Advocate Fees)	1,500	2500
	Website Payment	4,500	38380
	Listing Fees	186,287	82,455
	NSDL & CDSL Charges	24,186	-
	Courier Exp.	3,796	3,930
	Business Development Exps	103,177	181,550
	R & T Fees	67,517	43,290
	Professional fees	9,000	24,500
	Job work charges		69,550
	Loss on sale of Investment		
	Bad Debts Written Off		
		Total	495,363

Note No	PARTICULARS	As at 31st March, 2014 Amount (₹)	As at 31st March, 2013 Amount (₹)
24	Contingent liabilities and commitments (to the extent not provided for)		
	Contingent liabilities		
	Sales Tax Demand (Pending before Sales tax Tribunal for the Financial year 1993-1994)	0	0
	Income tax Demand (Pending before Income tax Tribunal for the Financial year 2007-2008)	0	0
	Total	0	0

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE 25

A. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES:

i) ACCOUNTING CONCEPT:

- a. These accounts are prepared on the historical cost convention and on the accounting principle of a going concern.
- b. Accounting policies not specifically referred to otherwise be consistent and in consonance with generally accepted accounting principle.

ii) RECOGNITION OF INCOME AND EXPENDITURE

Company accounts Incomes and Expenses on accrual basis in accordance with the generally accepted accounting principles except dividend which are accounted on cash basis.

iii) USE OF ESTIMATES

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

iv) FIXED ASSETS & DEPRECIATION

The Gross Block of Fixed Assets is shown at historical cost, which includes taxes and other identifiable direct Expenses, less impairment

loss. The cost of fixed assets includes the cost of acquisition including freight, taxes, duties and other identifiable direct expenses, except otherwise specifically excluded and expressed by way of note, attributable to acquisition of assets up to the date the asset put to use less the accumulated depreciation on it.

Depreciation is provided on Written Down Value Method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956. The depreciation on addition / disposal is provided pro-rate basis.

v) **SALES / TURNOVER**

Sales are recognized, net of returns, on dispatch of goods to customers the satisfaction of the customer and are reflected in the accounts at net value.

vi) **INVESTMENT**

Investments are carried at cost. They are long-term investment. The fall in value being temporary in nature, no provision is made for diminution in value.

vii) **INVENTORY**

Inventories are valued on FIFO basis at lower of cost or market price except cotton waste and scrap material, which are shown at Net Realizable Value.

vii) **TREATMENT OF RETIREMENT BENEFITS**

1. Short Term Employee Benefits: The undiscounted amount of short term employee benefits expected to be paid in exchange for the service rendered by employee is recognized during the period when the employee render the service.

2. Post Employee Benefits: Contribution to defined contribution scheme such as provident fund etc. is charged to P&L Account as incurred.

viii) **TAXATION**

Tax liabilities of the company are estimated considering the provision of the I.T. Act, 1961. The deferred tax Liability for timing difference between the book and tax profit for the year is accounted using the rates and Tax Laws that have been enacted or substantially enacted at the balance sheet date. Deferred Tax assets arising from the timing difference are recognized to the extent that there is reasonable certainty that sufficient future taxable income will be available.

x) **CONTINGENT LIABILITIES**

Contingent liabilities are not provided for (unless otherwise stated) and are disclosed by way of notes on account, if any.

As per our report of even date	for and on behalf of the Board		
For, P. Dalal & Co.	Toheal Pharmachem Limited		
Chartered Accountants			
Sd/-	Sd/-	Sd/-	Sd/-
CA Prashant Dalal	Harsh Shah	Atul Pandit	Sujay Mehta
(Proprietor)	Director	Director	Director
Membership No. 37983	DIN:01662085	DIN:02293998	DIN:02145467
Place : Ahmedabad	Place : Ahmedabad		
Dated: 29/05/2014	Dated: 29/05/2014		

ATTENDANCE SLIP

Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall. It helps us to make proper arrangements. Failures to bring this Attendance Slip create unnecessary inconvenience to you. Please write below

Reg. Folio No:

I hereby record my presence at the Annual General Meeting of the Company held at 5th Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015 on the 30th Day of September, 2014 at 12.30 p.m.

Full Name of the Members/Proxy _____
(In Block Letters, to be filled in if the proxy attends instead of the Member)

Members/ Proxy Signature

Application to the members holding shares in electronic form.

NOTES:

1. Members/ Proxy holders are requested to bring their copy of the Notice with them at the Meeting.
2. Please carry with you this Attendance Slip and hand over the same duly completed, stamped signed at the space provided, at the entrance of the Meeting Hall.
3. Shareholders / Proxy holders should bring their copy of the Annual Report for the meeting.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L24230GJ1995PLC026244

Name of the company: TOHEAL PHARMACHEM LIMITED

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

Name of the member (s)	
Registered address	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name:
Address:
E-mail Id:
Signature:....., or failing him,

2. Name:
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 30th day of September, 2014 at 12.30 p.m. at 5th Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014		
2	Re-election of Mr. Dharmesh Desai as a Director of the Company		
3	Re-Appointment of M/S. P. Dalal & Company, Chartered Accountants, Ahmedabad as a Statutory Auditors of the Company and to fix their remuneration for the financial year ending as on 31 st March, 2015		

Signed this..... day of..... 2014

Signature of Shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

If Undelivered, please return to:-

Cameo Corporate Services Limited
Unit: Toheal Pharmachem Limited

202 Pawan Flat, 7, Anandnagar Society,
Productivity Road, Alkapuri Road,
Baroda -390 007