

TOHEAL PHARMACHEM LIMITED

R.O.: Office no. 812, Anand Mangal-3, Opp Core house, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, Ahmedabad-06 | Phone -(079)65221129 | Email: tohealpharmachem@gmail.com
CIN: L24230GJ1995PLC026244

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of the Company will be held on 22nd February, 2016 at 11.30 a.m. at Office no. 812, Anand Mangal-3, Opp Core house, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, Ahmedabad - 380015 to transact the following business:

1: To Increase of Authorized Share Capital of the company

To consider and if thought fit, to pass with or without modifications, the following, resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Section 61 and all other applicable provisions, if any, of the companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs.6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each, with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being with the powers to increase or reduce its capital and to divide the shares into the capital for the time being into other classes thereto respectively such preferential, deferred, qualified or other special rights privileged conditions, or restriction, as may be determined by in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restriction in such manner as may for the time being permitted by the Articles of the company or the legislative provisions for the time being in force in that behalf."

"RESOLVED FURTHER THAT, any one of the Directors of the Company be and is hereby authorized to take all necessary action including to sign and submit all such deeds and papers as may be required for giving effect to the above resolution and file relevant forms with registrar of Companies, as required under the provisions of the Companies Act, 2013."

2: Alteration of Memorandum of Association of the Company:

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

"RESOLVED FURTHER THAT, pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules framed there under the consent of the members be and is hereby accorded for the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the existing Clause V of the Memorandum of Association of the Company by substituting in its place and stead, the following as new Clause V:

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V. The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.

3: To Issue Equity shares on preferential basis for consideration other than cash:

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

“RESOLVED THAT in accordance with the provisions of section 62 and other applicable provisions if any of the Companies Act, 2013 and in accordance with the existing guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to all necessary approvals, consents , permissions and / or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretarial of Industrial Approvals under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and enabling provisions in the Memorandum and Articles of association of the company and the listing agreements entered into by the company with the stock exchange where the shares of the company are listed and subject to such terms and conditions as may be determined by the board of directors of the company (herein after referred to as “The Board” which expression shall include a committee , constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board, the consent and approval of the company be and is hereby accorded to Board and the Board be and is hereby authorised to Issue and allot on preferential basis 64,22,400 (Sixty Four Lacs Twenty Two Thousand Four Hundred Only) Equity Shares of Face Value of Rs. 10/- each for consideration other than cash to shareholders of Sakshi Barter Private Limited in ratio of 1:180 i.e. Share holders of Sakshi Barter Private Limited will get 180 shares of Toheal Pharmachem Limited for each shares of Sakshi Barter Private Limited, at a value of Rs. 10/- (Rupees Ten Only), being the price determined in accordance with the regulations for Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations”) persons mentioned below on a Preferential basis for consideration other cash:

| Sr. No. | Name Of The Proposed Allottees | No. of Equity Shares to be Allotted for Consideration Other than Cash | Category | Allottee is QIB /MF/ FI/Trust/ Banks |
|---------|-----------------------------------|---|--------------|--------------------------------------|
| 1 | Alok Financial Services Pvt. Ltd. | 1800000 | Non Promoter | NA |
| 2 | Bali Suppliers Pvt. Ltd. | 216000 | Non Promoter | NA |
| 3 | Efficient Tie-up Pvt. Ltd. | 360000 | Non Promoter | NA |

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| | | | | |
|----|---------------------------------|------------------|--------------|----|
| 4 | Goldmoon Vintrade Pvt. Ltd. | 360000 | Non Promoter | NA |
| 5 | Marshal Sales Pvt. Ltd. | 504000 | Non Promoter | NA |
| 6 | Naman Commosales Pvt. Ltd. | 1260000 | Non Promoter | NA |
| 7 | Pragya Sales Pvt. Ltd. | 662400 | Non Promoter | NA |
| 8 | Rashidhan Commodeal Pvt. Ltd. | 468000 | Non Promoter | NA |
| 9 | Stargold Distributors Pvt. Ltd. | 360000 | Non Promoter | NA |
| 10 | Starsun Tie-up Pvt. Ltd. | 432000 | Non Promoter | NA |
| | Total | 64,22,400 | | |

RESOLVED FURTHER THAT the Equity Shares on Preferential basis shall be issued by the company on the following terms and conditions:

- 1) The equity shares to be issued on preferential basis to above allottees shall be locked in for a period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.
- 2) The preferential allotment shall be proceeded with only after transfer of respective shares by the allottees as mentioned above in favour of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the said Special Resolution u/s. 62 and other applicable provisions of the Companies Act, 2013 the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions / instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body , to be most beneficial to the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual so Authorized by the Board.

RESOLVED FURTHER THAT the shares referred to above shall in all respect rank pari-passu with the existing fully paid up equity shares of the company, provided that they shall confer on the holders of the right to dividend, if any, for the financial year in which they are allotted pari-passu from the date of allotment of new shares.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to determine the terms and conditions of the issue including face value, quantity, issue price (Including Price range), manner of calls etc. in such manner as the

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Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution.

RESOLVED FURTHER THAT the funds so raised shall fulfill the additional fund requirements for business expansion and for long term working capital requirements.

RESOLVED FURTHER THAT the relevant date in relation to the shares for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 relating to the shares issued on preferential basis shall be 23rd January, 2016.”

**By Order of the Board of Directors of
Toheal Pharmachem Limited**

**Date: 18/01/2016
Place: Ahmedabad**

**Sd/-
Atul Bhadurshah Pandit
Managing Director
DIN: 02293998**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Members / Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
3. Members are requested to send proxy to the Company at least 48 hours before date of the meeting.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 1 to 4 is annexed hereto.
5. E-voting facility available to Members of the company to cast their votes. Procedure for the same is mentioned as under.

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

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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 |

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| | |
|--|--|
| | or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field. |
|--|--|

(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.

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(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 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 18th February, 2016 (11:00 A.M.) and ends on 21st February, 2016 (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 (i.e. the record date), being 12th February, 2016, 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 12th February, 2016, i.e. Cut off 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 18th February, 2016 (11:00 A.M.) and ends on 21st February, 2016 (05:00 P.M).

The Company has appointed M/s. Hemant C. Parikh & Co., Chartered Accountant, Ahmedabad, 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.

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ANNEXURE TO THE NOTICE

Explanatory statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 1: To Increase Authorised Share Capital of the company.

The present Authorised Share Capital of the Company is Rs.6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each. In order to meet business requirement it is required to raise further capital in the company and hence it is necessary to increase the Authorised Share Capital of the company to Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 equity shares of Rs. 10/- each. The proposed increase of the authorised capital requires the approval of members of the company.

Consequent upon the increase in the Authorised Share capital, Memorandum of Association of the company will also require alteration so as to reflect the increase in share capital.

The Board of Directors recommend to pass the resolution as Ordinary Resolution. None of the Directors of the company is in any way concerned or interested in the resolutions. A copy of the Memorandum of Association together with a copy of the Memorandum of Association reflecting the proposed amendments is available for inspection by the members of the company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Sunday & Bank Holidays) of the company.

Item No. 2: Alteration of Memorandum of Association of the Company:

Consequent upon the increase in the Authorised Share capital, Memorandum of Association of the company will also require alteration so as to reflect the increase in share capital.

The Board of Directors recommend passing the resolution as Special Resolution. None of the Directors of the Company are in any way concerned or interested in the resolutions.

A copy of the Memorandum of Association together with a copy of the Memorandum of Association reflecting the proposed amendments is available for inspection by the members of the company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Saturday & Bank Holidays) of the company

Item No. 3: To Issue Equity Shares on Preferential basis.

As per Section 62 of the Companies Act, 2013, approval of shareholders in the General Meeting is required for allotment of shares on preferential basis for consideration other than cash and hence the resolution is placed before the shareholders.

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The Directors recommended the resolution for your approval.

The required disclosure as per 73(1) of SEBI ICDR Regulations regarding Proposed issue is as under:-

1) Objects of this issue: - Sakshi Barter Private Limited and Toheal Pharmachem Limited want to join their hands for distribution network of Pharmaceutical product. The Company avail commercial Strength by offering its shares on Preferential basis for consideration other than cash to shareholders of Sakshi Barter Private Limited. Hence, based on the valuation Report received from Doshi Maru & Associates, Chartered Accountant, 180 Equity Shares of face value of Rs. 10/- each issued for 1 equity shares of Sakshi Barter Private Limited to shareholders of Sakshi Barter Private Limited. Upon allotment, Sakshi Barter Private Limited will become angel investor and will become partner for one of the proposed pharmaceutical product of the Company. Thus the object of the issue is to meet the fund requirements of the company for business expansion.

2) Intention of Promoters /Directors /Key management persons to subscribe to the offer :

None of the Promoters, Directors or Key Management Personnel intends to subscribe to the shares of the Company in the proposed issue.

3) Shareholding pattern before and after the issue:-

The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

| Sr. No. | Category | Pre issue | | Post issue | |
|---------|---------------------------------|---------------|--------------|---------------|--------------|
| | | No. of shares | % of Capital | No. of shares | % of Capital |
| A | Promoters Holding | | | | |
| 1 | Indian Promoters | 634100 | 20.73 | 634100 | 6.69 |
| | Foreign Promoters | 0 | 0.00 | 0 | 0.00 |
| 2 | Persons Acting in Concert | 0 | 0.00 | 0 | 0.00 |
| | Sub-Total | 634100 | 20.73 | 634100 | 6.69 |
| B | Non-Promoters Holding | | | | |
| 1 | Institutional investors | 0 | 0.00 | 0 | 0.00 |
| | Mutual Funds | 0 | 0.00 | 0 | 0.00 |
| | Banks, FIs, Insurance companies | 0 | 0.00 | 0 | 0.00 |
| | NRIS/OCBs | 0 | 0.00 | 0 | 0.00 |
| | FIIIs | 0 | 0.00 | 0 | 0.00 |
| | Sub-Total | 0 | 0 | 0 | 0.00 |
| 2 | Others | | | | |

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| | | | | | |
|--|--------------------------|----------------|---------------|----------------|--------------|
| | Private Body Corporate | 25697 | 0.84 | 6448097 | 68.01 |
| | Indian Public | 2393402 | 78.26 | 2393402 | 25.24 |
| | NRI | 0 | 0.00 | 0 | 0.00 |
| | Hindu Undivided Families | 5101 | 0.17 | 5101 | 0.05 |
| | Clearing Members | 0 | 0.00 | 0 | 0.00 |
| | Sub-Total | 2424200 | 79.27 | 8846600 | 93.31 |
| | Grand Total | 3058300 | 100.00 | 9480700 | 100 |

Notes:-

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on record date as provided by the Registrar and Share Transfer Agent.
- 2) The post-issue shareholding pattern has been arrived on the assumption that 64,22,400 equity shares to be issued.
- 4) **Proposed Time within which the allotment shall be completed.**

The allotment of shares on Preferential basis shall be completed within 15 days from the date of shareholders approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

- 5) **The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him:**

The proposed allottees were interested to invest in our company and they approached the Company in the past when the company decided to raise funds by way of issue of shares on preferential basis for establishment of new project and for working capital etc. Subsequently the company approached the allottees to find out their intention to subscribe to preferential issue for consideration other than cash and the proposed allottees have given their consent to subscribe to the same. The percentage of the post-preferential issue capital held by the proposed allottees is follows:-

| Sr. No. | Name | No. of shares | | % | | Category (Promoter /Non Promoter) | If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable |
|---------|-----------------------------------|---------------|------------|-----------|------------|-----------------------------------|--|
| | | Pre-Issue | Post-Issue | Pre-issue | Post-Issue | | |
| 1 | Alok Financial Services Pvt. Ltd. | Nil | 1800000 | Nil | 18.99 | Non Promoter | Hansraj Shyamsukha |

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| | | | | | | | |
|----|---------------------------------|-----|------------------|-----|-------|--------------|-----------------------|
| 2 | Bali Suppliers Pvt. Ltd. | Nil | 216000 | Nil | 2.28 | Non Promoter | Ranga Lal Halder |
| 3 | Efficient Tie-up Pvt. Ltd. | Nil | 360000 | Nil | 3.80 | Non Promoter | Sujay Jyotindra Mehta |
| 4 | Goldmoon Vintrade Pvt. Ltd. | Nil | 360000 | Nil | 3.80 | Non Promoter | Chandra Prakash Baid |
| 5 | Marshal Sales Pvt. Ltd. | Nil | 504000 | Nil | 5.32 | Non Promoter | Ranga Lal Halder |
| 6 | Naman Commosales Pvt. Ltd. | Nil | 1260000 | Nil | 13.29 | Non Promoter | Ranga Lal Halder |
| 7 | Pragya Sales Pvt. Ltd. | Nil | 662400 | Nil | 6.99 | Non Promoter | Pinku Prasad Verma |
| 8 | Rashidhan Commodeal Pvt. Ltd. | Nil | 468000 | Nil | 4.94 | Non Promoter | Raghendra Kumar |
| 9 | Stargold Distributors Pvt. Ltd. | Nil | 360000 | Nil | 3.80 | Non Promoter | Ranga Lal Halder |
| 10 | Starsun Tie-up Pvt. Ltd. | Nil | 432000 | Nil | 4.56 | Non Promoter | Chandra Prakash Baid |
| | Total | | 64,22,400 | | | | |

The Proposed allottees have not sold any shares during the 6 months period prior to the relevant date.

6) Lock- In

The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI ICDR Regulations, 2009.

7) Change in the control or composition of the Board.

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

8) Price of the issue Undertaking to re-compute the price:-

The shares are proposed to be allotted on preferential basis for consideration other than cash at a price of Rs. 10/- per share, which is higher than the price arrived at as per SEBI ICDR Regulations, 2009. Shares will be issued and allotted to shareholders of Sakshi Barter Limited in a ratio of 1:180.

Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

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9) Relevant Date:-

Relevant Date for the purpose is 23/01/2016 which is the date 30 days prior to the date of EGM (being the day preceding the weekend/holiday) where this resolution is being considered for approval.

10) Auditor's Certificate:-

The Certificate issued by P. Dalal & Co., Chartered Accountants, as to the Pricing of the issue and that this preferential issue of securities is being made in accordance with the guidelines on Preferential Allotment issued by SEBI will be placed before the shareholders at the Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days.

11) In view of the above, it is proposed to issue up to 64,22,400 (Sixty Four Lacs Twenty Two Thousand Four Hundred only) equity shares each of nominal value of Rs. 10/- fully paid-up to Promoters and Non promoters on preferential basis for consideration other than cash at the value of Rs. 10/- (Rs. Ten only) per share. This is higher than the minimum issue price calculated in accordance with the criteria given under the SEBI ICDR Regulations, 2009.

The Consent of the shareholders is being sought pursuant to the provision of section 62 and other applicable provision of the companies Act, 2013, if any, and in terms of provisions of the Listing Agreements executed by the company with the Stock Exchange in India which the company's shares are listed.

None of the Directors of the Company are in any manner interested in the above stated resolution.

The Board recommends the special resolution set out in the notice for approval by the members.

**By Order of the Board of Directors of
Toheal Pharmachem Limited**

**Date: 18/01/2016
Place: Ahmedabad**

**Sd/-
Atul Bhadurshah Pandit
Managing Director
DIN: 02293998**

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ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING - 22nd February, 2016 AT 11.00 A.M.

| DP Id. | | Client Id. / Ben. A/c. | |
|--------------|--|---------------------------|--|
| Folio No. | | No. of Shares | |

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at **EXTRA ORDINARY GENERAL MEETING** of the Company being held on **22nd February, 2016 AT 11.00 a.m.** at Office no. 812, Anand Mangal-3, Opp Core house, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, Ahmedabad - 380015

Full Name of the Shareholder / Proxy (In Block Letter)

Signature

TOHEAL PHARMACHEM LIMITED

R.O.: Office no. 812, Anand Mangal-3, Opp Core house, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi,
Ahmedabad-06 | Phone -(079)65221129 | Email: tohealpharmachem@gmail.com
CIN: L24230GJ1995PLC026244

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: Office no. 812, Anand Mangal-3, Opp Core house, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, 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 Extra Ordinary General Meeting of the company, to be held on the 22nd February, 2016 at 11.00 a.m. at Office no. 812, Anand Mangal-3, Opp Core house, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, Ahmedabad - 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Res. No. | Description | For | Against |
|----------|---|-----|---------|
| 1 | Increase in Authorised Share Capital of the Company | | |
| 2 | Alteration in Memorandum of Association of the Company | | |
| 3 | Issue Equity shares on preferential basis for consideration other than cash | | |

Signed this..... day of..... 2016

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Rs. 1/-
Revenue
Stamp

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.

TOHEAL PHARMACHEM LIMITED

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Ahmedabad-06 | Phone -(079)65221129 | Email: tohealpharmachem@gmail.com
CIN: L24230GJ1995PLC026244

BOOK POST

If Undelivered, Please return to:
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Office no. 812, Anand Mangal-3,
Opp Core house, Nr. Hirabag,
Nr. Rajnagar Club, Ambavadi,
Ahmedabad - 380015