

**Toheal Pharmachem Limited**

**Annual Report**

**For**

**2012- 2013**

# 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

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



## **NOTES:**

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

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

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 17<sup>th</sup> September, 2013 to 27<sup>th</sup> September, 2013 (both days inclusive).
3. The Company has appointed M/s. Cameo Corporate Services Limited, Mumbai, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and Address to M/s. Cameo Corporate Services Limited., Unit: Toheal Pharmachem Limited.
4. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
5. Members are requested to bring their copies of the Annual Report to the Meeting.
6. Members are requested to update their Email ID with their respective depository participant and with the Company's Registrar and Transfer Agents (RTA) to enable dispatch the communications in electronic form from time to time as your Company have taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.
7. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s. Cameo Corporate Services Limited quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
8. Corporate Members intending to send their authorized representatives under Section 187 of the Companies Act, 1956, are requested to send a duly certified copy of the board Resolution authorizing their representatives to attend and vote at the Meeting.

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

**For And on Behalf of the Company**

**Place : Ahmedabad**

**Date : 20/05/2013**

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

**Annexure to Notice**

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

**Item No. 2**

<b>Name</b>	:	Mr. Harsh Shah
<b>Date of birth</b>	:	28/08/1981
<b>Qualification</b>	:	B.E (Mechanical)
<b>Director of the Company since</b>	:	07/02/2011
<b>Directorship in other public limited companies</b>	:	5 Companies
<b>Membership of Committees of other public limited companies</b>	:	Nil
<b>No. of Shares held in the Company</b>	:	Nil

**For And on Behalf of the Company**

**Place : Ahmedabad**  
**Date : 20/05/2013**

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

## 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 2012-2013.

### **FINANCIAL RESULTS AND OPERATIONAL REVIEW:**

Particulars	Year Ended 31.03.2013 (Rs.)	Year Ended 31.03.2012 (Rs.)
Gross Sales/Income	12,75,000	10,58,179
Less Depreciation	NIL	NIL
Profit/(Loss) before Tax	(3,00,91,569)	(11,07,584)
Taxes/Deferred Taxes	NIL	NIL
Profit/(Loss) After Taxes	(3,00,91,569)	(11,07,584)
P& L Balance b/f	(28,63,083)	(17,55,499)
Profit/ (Loss) carried to Balance Sheet	(3,29,54,652)	(28,63,083)

### **PARTICULARS OF EMPLOYEES:**

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

### **DIRECTORS:**

During the Year Mr. Jayesh Shah has been resigned from the directorship of the Company w.e.f. 07/02/2013.

Mr. Harsh Shah, 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:**

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

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





**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 31<sup>st</sup> March, 2013 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 2012-2013, 8 Board meeting were held during the year, they are as follows:

10/05/2012, 20/07/2012, 30/07/2012, 30/08/2012, 20/10/2012, 20/12/2012, 07/02/2012, 12/02/2013

The Company has announced Appointed Date for 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).

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	8	Yes	0	0	0
Machhar Yogendra	Director	Director/ Executive	8	Yes	0	0	0
Desai Dharmesh	Director	Director/ Non Executive	8	Yes	0	0	0
Harsh Jitendrakumar Shah	Director	Director/ Non Executive	8	Yes	5	0	0
Sujay Jyotindra Mehta	Director	Director/ Non Executive	8	Yes	4	1	0
Jayesh Shah*	Director	Director/ Non Executive	7	Yes	0	0	0

\* Resigned on 07/02/2013.

## 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. Harsh Shah retire by rotation at the ensuing Annual General Meeting and offer him for re-appointment.

### Profile of Mr. Harsh Shah Director being appointed u/s 255 of the Companies Act, 1956

Name	Mr. Harsh shah
Date of Birth	28/08/1981
Date of Appointment	07/02/2011
No. of shares held in the company	Nil
Directorship in other company	Five companies

## 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 31<sup>st</sup> 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	1	--
6.	Jayesh Shah	--	--	--

### **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. Jayesh 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.

Mr. Jayesh Shah has been resigned on 07/02/2012 and Mr. Harsh Shah has been appointed as member of the company.

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 4 times during the year.

### **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 2012-2013 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.

### **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, 2012

Financial reporting for the Second quarter	Second week of November, 2012
Financial reporting for the Third quarter	Second week of February, 2013
Financial reporting for the Fourth quarter	Second week of May, 2013

### **3.4 Share Transfer & Shareholders'/Investor Grievance Committee:**

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

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

Mr. Jayesh Shah has been resigned on 07/02/2012 and Mr. Harsh Shah has been appointed as member of the company.

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 31<sup>st</sup> March, 2013) is given below:-

Complaints Status: 01.04.2012 to 31.03.2013

- Number of complaints received so far : 16
- Number of complaints solved : 14
- Number of pending complaints : 02

## **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 2012-2013 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 2012-2013;
  - Significant changes in accounting policies during the year 2012-2013 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 Annual General Meeting** : 27<sup>th</sup> September, 2013 at 12.30 p.m.  
5<sup>th</sup> Floor, Nilkanth Palace, B Block,  
Opp. Seema Hall,  
100ft. Sanjay Sachin Road,  
Satellite, Ahmedabad-380015

**7. Book Closure Date** : 17<sup>th</sup> September, 2013 to  
27<sup>th</sup> September, 2013

**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](http://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: Mumbai Annual listing fees for the financial Year upto 31-03-2013 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 Bombay Stock Exchange during the financial year 2012-2013 is furnished below

<b>Month</b>	<b>High Price</b>	<b>Low Price</b>
April 2012	-----	-----
May 2012	-----	-----
June 2012	50	47.51
July 2012	45.2	31.8
August 2012	33.3	30.25
September 2012	31.65	23.1
October 2012	22.1	17.2
November 2012	16.35	11.55
December 2012	14.42	10.5
January 2013	15	8.57
February 2013	8.57	5.87
March 2013	5.8	5.29

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

During the year company has received trading permission. The company tries to maintain its position in sluggish market.

- 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	2010	5 <sup>th</sup> Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100 ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015	30 <sup>th</sup> September, 2010	12.30 P.M.	No
Annual General Meeting	2011	5 <sup>th</sup> Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100 ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015	29 <sup>th</sup> September, 2011	12.30 P.M.	No
Annual General Meeting	2012	5 <sup>th</sup> Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100 ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015	28 <sup>th</sup> September, 2012	12.30 P.M.	Yes

Details for Special Resolution had passed in last AGM:

**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**

**2010: NIL**

## 11. Distribution of Shareholding as on March 31, 2013.

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	3055	98.11 %	20,79,290	40.92 %
5001 – 10000	0023	0.74 %	1,87,300	3.69 %
10001 – 20000	0013	0.41 %	1,98,910	3.92 %
20001 -- 30000	0005	0.16 %	1,09,000	2.15 %
30001 --40000	0001	0.03 %	31,000	0.61 %
40001 --50000	0000	0.00 %	0	0.00 %
50001--100000	0007	0.22 %	5,44,900	10.73 %
Above 100000	0010	0.33 %	19,30,100	37.98 %
<b>Total</b>	<b>3114</b>	<b>100 %</b>	<b>50,80,500</b>	<b>100 %</b>

## 12. Shareholding pattern as on 31<sup>st</sup> March, 2013

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	15,50,200	30.51%
b. Other bodies corporate	18,55,296	36.52%
c. Indian public	16,65,004	32.77%
d. HUF	10,000	0.20%
<b>Total</b>	<b>50,80,500</b>	<b>100%</b>

Dematerialization of shares: As on 31-03-13 Demat shares accounted for 3.46% (176000 Equity Shares) of total equity.

## 13. Listing on Stock Exchanges

: The BSE Limited  
Phiroze jeejeebhiy Towers,  
Dalal Street, Mumbai – 400023



## **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.



## Compliance Certificate

To,  
The Members,  
**TOHEAL PHARMACHEM LIMITED,**  
5<sup>th</sup> 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 31<sup>st</sup> March, 2013, 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: 20/05/2013**

**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, 2013, 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, 2013; 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, 2013, and taken on record by the Board of Directors, none of the

directors is disqualified as on March 31, 2013, 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 & Company,  
Chartered Accountants**

**Place: Ahmedabad**

**Date: 20/05/2013**

**Sd/-  
P. 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 31<sup>st</sup> March, 2013. 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. 9,89,000.
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 31<sup>st</sup> March 2013, 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 31<sup>st</sup> March, 2013 of Rs. 32,954,652/-.
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 31<sup>st</sup> March,2013, 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 & Company,  
Chartered Accountants**

**Place: Ahmedabad**

**Date: 20/05/2013**

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

TOHEAL PHARMACHEM LTD.

Balance Sheet as at 31st March, 2013

Particulars	Note No	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	36,645,750	36,645,750
(b) Reserves and Surplus	2	(32,954,652)	(2,863,083)
<b>(2) Non-Current Liabilities</b>			
(a) Deferred tax liabilities (Net)	3	-	-
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	4	989,000	900,000
(b) Trade payables	5	-	-
(c) Other current liabilities	6	30,500	30,500
(d) Short-term provisions	7	-	-
<b>Total</b>		<b>4,710,598</b>	<b>34,713,167</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets			
(ii) Capital work-in-progress	8	55,000	31,662,185
(b) Non-current investments	9	-	1,267,736
(c) Long term loans and advances	10	-	-
(d) Other non-current assets	10	-	-
<b>(2) Current assets</b>			
(a) Inventories	11	-	175,590
(b) Trade receivables	12	725,590	550,000
(e) Cash and cash equivalents	13	930,008	1,057,656
(f) Short-term loans and advances	14	3,000,000	-
(g) Other current assets	15		
<b>Total</b>		<b>4,710,598</b>	<b>34,713,167</b>
<b>As per our report of even date</b>			
<b>For, P. Dalal &amp; Co.</b>		<b>for and on behalf of the Board</b>	
<b>Chartered Accountants</b>		<b>Toheal Pharmachem Limited</b>	
<b>Sd/-</b>		<b>Sd/-</b>	
<b>CA Prashant Dalal</b>		<b>Harsh Shah</b>	
<b>(Proprietor)</b>		<b>Director</b>	
<b>Membership No. 37983</b>		<b>Atul Pandit</b>	
 		<b>Director</b>	
<b>Place : Ahmedabad</b>		<b>Place : Ahmedabad</b>	
<b>Dated: 20/05/2013</b>		<b>Dated: 20/05/2013</b>	



TOHEAL PHARMACHEM LTD.

Statement of Profit and Loss for the year ended 31st March, 2013

	Particulars	Note No	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
I.	Revenue from operations	16	105,000	1,058,179
II.	Other Income	17	1,170,000	-
III.	<b>Total Revenue (I + II)</b>		<b>1,275,000</b>	<b>1,058,179</b>
IV.	<b>Expenses:</b>			
	Cost of materials consumed	18		-
	Purchase Cost of Stock in Trade	19	473,150	-
	Changes in inventories of finished goods and Stock-in-Trade	20	-	-
	Employee benefit expense	21	289,700	288,000
	Financial costs	22	3,650	1,523,787
	Depreciation and amortization expense			
	Other expenses	23	851,148	353,976
	Loss on sale of investment		1,141,736	
	Bad Debts Written Off		28,607,185	
	<b>Total Expenses</b>		<b>31,366,569</b>	<b>2,165,763</b>
V.	Profit before tax (III - IV)		<b>(30,091,569)</b>	<b>(1,107,584)</b>
VI.	Tax expense:			
	(1) Current tax		-	-
	(2) Short Excess Provision of Earlier years		-	-
	(3) Deferred tax		-	-
VII.	Profit/(Loss) for the period (XI + XIV)		<b>(30,091,569)</b>	<b>(1,107,584)</b>
VIII.	Earning per equity share:			
	(1) Basic		(5.92)	
	(2) Diluted		(5.92)	-

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

**for and on behalf of the Board**  
**Toheal Pharmachem Ltd**

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

**Sd/-**  
**Harsh Shah**  
**Director**

**Sd/-**  
**Atul Pandit**  
**Director**

**Place : Ahmedabad**  
**Dated: 20/05/2013**

**Place : Ahmedabad**  
**Dated: 20/05/2013**

**TOHEAL PHARMACHEM LTD.**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2013**

Particulars	AMOUNT 2012-2013	AMOUNT 2011-2012
<b>A.CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT BEFORE INTEREST,TAX AND EXTRAORDINARY ITEMS	-30091569.00	-1107584.00
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
	<b>-30091569.00</b>	<b>-1107584.00</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		
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
<b>CASH GENERATED FROM OPERATIONS</b>	<b>-33091569.00</b>	<b>-1087084.00</b>
Interest Paid	0.00	0.00
Direct Taxes Paid (TDS deducted from various income)	0.00	0.00
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>-33091569.00</b>	<b>-1087084.00</b>
EXTRAORDINARY ITEMS	0.00	0.00
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>-33091569.00</b>	<b>-1087084.00</b>
<b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>		
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
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>32874921.00</b>	<b>950000.00</b>
<b>C.CASH FLOW FROM FINANCING ACTIVITIES</b>		
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
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>	<b>89000.00</b>	<b>641000.00</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>-127648.00</b>	<b>503916.00</b>
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
<b>NET INCREASE/DECREASE IN CASH EQUIVALENTS</b>	<b>-127648.00</b>	<b>503916.00</b>

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, 2013. 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: 20/05/2013**

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, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
1	<b>Share Capital</b>		
	Equity Share Capital		
	Authorised Share capital (60,00,000 Equity Shares of Rs 10/- each)	60,000,000	60,000,000
	<b>Issued, Subscribed Share Capital</b>		
	50,80,500 Equity Shares of Rs.10/- each (Previous Year : 50,80,000)	50,805,000	50,805,000
	<b>Paid Share Capital</b>		
	36,64,575 Equity Shares of Rs.10/- each (Previous Year : 50,80,000)	36,645,750	36,645,750
	<b>Total</b>	<b>36,645,750</b>	<b>36,645,750</b>
	<b>ii) Reconciliation of the number of shares;</b>		
	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
	<b>ii) List of Shareholder holding more than 5% of shares</b>	<b>No of Shares</b>	<b>% of holding</b>
	1) Sunita Singh	254,500	5.01%
	2) Bhatt Naresh	381,700	7.51%
		-	0.00%
		-	0.00%
		-	0.00%

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
2	<b>Reserves and Surplus</b>		
	Capital Reserves	-	-
	Securities Premium Reserves	-	-
	<b>Profit &amp; Loss account</b>		
	OPENING BALANCE	(2,863,083)	(1,755,499)
	ADDITION DURING THE YEAR	(30,091,569)	(1,107,584)
	<b>TRANSFERRED TO RESERVES AND SURPLUS</b>	<b>(32,954,652)</b>	<b>(2,863,083)</b>
	<b>Total</b>	<b>(32,954,652)</b>	<b>(2,863,083)</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
3	<b>Deferred Tax Liability</b>		
	Balance as per last year	-	-
	Add: Provided during the year	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
4	<b>Short-tems borrowings</b>		
	<b>Secured</b>		
	<b>CASH CREDITS/ OVERDRAFTS</b>	-	-
		-	-
	<b>Unsecured</b>		
	Business loan from Daxesh Shah	-	-
	Pashwa Chemicals	900,000	900,000
	From Harsh Shah	89,000	
	<b>Total</b>	<b>989,000</b>	<b>900,000</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
5	<b>Trade Payables - Current</b>		
	Unsecured and considered good	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
6	<b>Other current liabilities</b>		
	Other payables	30,500	30,500
	Unsecured and considred good		
	<b>Total</b>	<b>30,500</b>	<b>30,500</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
7	<b>Short-term provisions</b>		
	Provision for Income Tax	-	-
	Provision for the Expenses	-	-
	Provision for the Service Tax	-	-
	VAT/CST Payable	-	-
	Provison for Tax Deducted at Source	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
8	<b>Capital Work in Progress</b>		
	Gujarat Electricity Board	40,000	40,000
	Telephone Deposits	15,000	15,000
	<b>Fabrication Labour in advance</b>		
	1) Bhuvanashwari Transport	150,000	150,000
	2) Akshay enterprise	22,825	22,825
	3) Ekta Electricals	250,000	250,000
	4) Labhubhai Ratibhai thakkar	196,520	196,520
	5) mohanlal v patel	409,057	409,057
	Advance for Machinery		
	1) Dharmesh P Trivedi	2,471,000	3,971,000
	2) harshad S barot	4,695,000	4,695,000
	3) Nilesh Brambhatt	4,533,000	4,533,000
	4) D I Pharma machinery	6,779,793	8,279,793
5) Jyoti Corporation	700,000	700,000	
6) jainam Corporation	100,000	100,000	
7) Mirda Engineering	500,000	500,000	
8) Muktajivan fabricators	320,000	320,000	
9) S P Pharma Equipments	5,937,500	5,937,500	
10) Vishwa Shakti Machinery	966,000	966,000	
<b>Other Advances</b>			
1) Mehta Integrated Finance Ltd	526,490	526,490	
2) Tibrewal Global finance	50,000	50,000	
	<b>Total</b>	<b>28,662,185</b>	<b>31,662,185</b>
		<b>28,607,185</b>	
	Less: Recd		
	Bad debts written off	<b>28,607,185</b>	
	<b>Grand Total</b>	<b>55,000</b>	
	<b>Anar Projects Ltd</b>	<b>3,000,000</b>	
Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
9	<b>Non-current investments</b>		
	Investments in Equity instruments		
	<b>UNQUOTED</b>	<b>1,267,736</b>	<b>1,267,736</b>
	Less: Investment sold during the year	(126,000)	-
	Less: Loss on sales of Investment	(1,141,736)	
<b>QUOTED</b>	-	-	
	<b>Total</b>	<b>-</b>	<b>1,267,736</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
10	<b>Long Term Loans and Advances</b>		
	<b>Unsecured considered good</b>		
	Capital Advances	-	-
	Other loans and advances	-	-
	<b>Long Term Loans and Advances</b>	-	-
<b>Other Non Current Assets</b>			
Security Deposits	-	-	
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
11	Inventories	-	175,590
<b>Total</b>		<b>-</b>	<b>175,590</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
12	Trade receivables		
	Unsecured and considred good	725,590	550,000
	Others	-	-
<b>Total</b>		<b>725,590</b>	<b>550,000</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
13	Cash and cash equivalents		
	Cash on Hand	928,540	1,042,703
	Balances with banks	1,468	14,953
<b>Total</b>		<b>930,008</b>	<b>1,057,656</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
14	Short term loans and advances		
	Unsecured Considred Good		
	Anar Projects Ltd	3,000,000	-
		-	-
<b>Total</b>		<b>3,000,000</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
15	Othere Current Assets		
		-	-
		-	-
		-	-
		-	-
<b>Total</b>		<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
16	<b>Revenue from Operations</b> Revenue from - Sale of products As per note A Below Other operating revenues	- 1,170,000	- 1,058,179
	<b>Total</b>	<b>1,170,000</b>	<b>1,058,179</b>

	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
	<b>(A) :</b> Domestic sales Export sales	105,000 -	- -
	<b>Total</b>	<b>105,000</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
17	<b>Othe Income</b> Dividend income Net gain/ loss on sale of investments/Assets Other non-operating income (net of expenses directly attributable to such income)	- - -	- - -
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
18	<b>Raw Material Consumption</b>		-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
19	<b>Purchase cost of Stock In Trade</b> Purchases	473,150	-
	<b>Total</b>	<b>473,150</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
20	<b>INCREASE/ DECREASE IN STOCK OF FINISHED GOODS and Stock in Trade</b> Opening Stock	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
	<b>Closing Stock</b> Total	-	-
	<b>Increase or Decrease in Stock</b>	<b>-</b>	<b>-</b>



Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
<b>21</b>	<b>Employee Benefits Expense</b>		
	Salaries and wages	288,000	288,000
	Directors Sitting Fees / Remuneration	-	-
	Staff Welfare Exp	1,700	-
	<b>Total</b>	<b>289,700</b>	<b>288,000</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
<b>22</b>	<b>Finance Costs</b>		
	Total Interest expenses	-	-
	Other borrowing costs	-	-
	BSE Listing Charges		1,516,625
	Bank Charges	3,650	3,370
	Demand Draft Charges	-	3,792
	<b>Total</b>	<b>3,650</b>	<b>1,523,787</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
<b>23</b>	<b>Other Expenses</b>		
	Printing and Stationery	19,980	7,219
	Repairing	-	-
	Conveyance	67,718	42,312
	Miscellaneous Expenses	276,795	126,795
	Payment to Auditors	30,000	30,000
	ROC Filing Exp.	10,500	-
	Legal Exp. (Advocate Fees)	2,500	128,750
	Website Payment	38,380	18,900
	Listing Fees	82,455	-
		-	-
	Courier Exp.	3,930	-
	Business Development Exps	181,550	-
	R & T Fees	43,290	-
	Professional fees	24,500	-
	Job work charges	69,550	-
	Loss on sale of Investment		
	Bad Debts Written Off		
	<b>Total</b>	<b>851,148</b>	<b>353,976</b>

Note No	PARTICULARS	As at 31st March, 2013 Amount (₹)	As at 31st March, 2012 Amount (₹)
<b>24</b>	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
	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
	<b>Total</b>	<b>0</b>	<b>0</b>

## SCHEDULES FORMING PART OF THE ACCOUNTS

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### **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.

**PROXY FORM**

Registered Folio No:

No of Shares held:

I/We \_\_\_\_\_ of \_\_\_\_\_ being Member / Members of Toheal Pharmachem Limited, hereby appoint Shri / Smt. \_\_\_\_\_ of \_\_\_\_\_ or failing him Shri / Smt. \_\_\_\_\_ of \_\_\_\_\_ as my/ our proxy to vote for me/ us and on my/ us behalf at the Annual General Meeting of the Company to be held on 27<sup>th</sup> Day of September, 2013 at 12.30 p.m.

Signed by the said \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signature: \_\_\_\_\_

<b>Affix Rs. 1 Revenue Stamp</b>
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Applicable to the members holding shares in electronic form.

**NOTE:**

The proxy to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

**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 5<sup>th</sup> Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015 on the 27<sup>th</sup> Day of September, 2013 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.