

TOHEAL PHARMACHEM LIMITED

Board of Directors

ATUL BAHADURSHAH PANDIT
YOGENDRA HARILAL MACHHAR
DHARMESH DESAI

DIRECTOR
DIRECTOR
DIRECTOR

Auditors

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

Registered Office

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



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 2009-2010.

FINANCIAL RESULTS AND OPERATIONAL REVIEW:

Particulars	Year Ended 31.03.2010 (Rs.)	Year Ended 31.03.2009 (Rs.)
Gross Sales/Income	NIL	NIL
Less Depreciation	NIL	NIL
Profit/(Loss) before Tax	NIL	(1,14,500)
Taxes/Deferred Taxes	NIL	NIL
Profit/(Loss) After Taxes	NIL	(1,14,500)
P& L Balance b/f	(19,71,406)	(18,56,906)
Adjustment made	2,000	Nil
Profit/ (Loss) carried to Balance Sheet	(19,69,406)	(19,71,406)

PARTICULARS OF EMPLOYEES:

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

DIRECTORS:

Mr. Dharmesh Desai, Director of the Company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible. offer themselves for re-appointment.

DIVIDEND:

In view of losses, your Directors do not recommend any dividend during the year.

DEPOSITS:

The Company has not accepted any deposit from the public during the year.

RESPONSIBILITY STATEMENT:

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

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

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made. so as to give a true and fair view of the state of affairs of the company at the end of the financial Year and the profit/loss of the company for that period.



Report on Corporate Governance
(Pursuant to Clause 49 of the Listing Agreement)

1. Company's philosophy:

Corporate Governance is an integral part of value, ethics and best business practices followed by the Company. The core values of the Company are commitment to excellence and customer satisfaction, maximizing long-term value for stakeholders, socially valued enterprise and caring for people and environment.

TOHEAL PHARMACHEM LIMITED is committed to good Corporate Governance in order to all stakeholders – Customers, suppliers, lenders, employees, the shareholders. The detailed report on implementation by the company of the Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges, is set out below :

2. Board of Directors:

2.1 Composition of the Board:

The Board of Directors as at 31st March, 2010 comprises of five directors comprises of a, two are Executive and one non-executive director. 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.



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

None of the Directors on the Board is a member or Chairman of any Committees (as specified in Clause 49 (C) (ii) across all the Companies in which he is a director. The necessary disclosure regarding Directorship and Committee position have been made by the Directors who are on the Board of the Company as on 31st March, 2010 and the same is reproduced herein below:

Sr. No.	Name of Director	No of Directorship in other Public Companies	No. of Committees positions held as Chairman on other public Companies	No. of Committees positions held as member in other public Company
1.	ATUL PANDIT	--	--	--
2.	YOGENDRA MACHHAR	--	--	--
3.	DESAI I DHARMESH	--	--	--

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 two members viz. Mr. Dharmesh Desai, Member Director (Non-Executive) Mr. Yogendra Machhar, Member (Executive) who are aware with finance, accounts, management and corporate affairs. Two members constitute the quorum of the said Audit Committee Meeting.

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



The 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 quarter ending March 31, 2009	End of April, 2009
Financial reporting for the quarter ending June 30, 2009	End of July, 2009
Financial reporting for the quarter ending September 30, 2009	End of October, 2009
Financial reporting for the quarter ending December 31, 2009	End of January, 2010

3.4 Share Transfer & Shareholders'/Investor Grievance Committee:

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

- 1 Mr. Atul B. Pandit
- 2 Mr. Yogendra Machhar
- 3 Mr. Dharmesh Desai

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

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31st March, 2009) is given below:-

Complaints Status: 01.04.2009 to 31.03.2010

• Number of complaints received so far	:	8
• Number of complaints solved	:	4
• Number of pending complaints	:	4

4. DISCLOSURES:

(a). Materially significant related party transactions:



g. Stock Code: BSE 531910, ASE

h. Demat ISIN number: Applied for

l. Market price data: The Company has nothing to report as no trade has been reported to take place.

j. Performance of the Company's shares in comparison with broad based indices as BSE's Sensex: The Company has nothing to report on the matter.

k. Registered and Transfer Agent: The Company has appointed Cameo Services, Mumbai as the common agency both in respect of demat shares. The Company is having in house share transfer set up for the transfer of shares which are still in 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.

10. Dividend Payment Date : Not Applicable

11. Detail of last three Annual General Meeting:

Meeting	Year	Venue of AGM	Date	Time	Whether Special resolution passed
Annual General Meeting	2007	K. D. Garden, Isanpur, Ahmedabad.	30 th September, 2007	10.30 A.M	No
Annual General Meeting	2008	K. D. Garden, Isanpur, Ahmedabad.	10 th August, 2008	12.00 Noon	No
Annual General Meeting	2009	604, Manas Complex. Near Jodhpur Cross Road. Satellite. Ahmedabd- 380015	30 th September, 2009	11.00 A.M.	No

Details for Special Resolution had passed in last AGM:

2008: NIL

2009: NIL



: The Stock Exchange – Ahmedabad.
Kamdhenu Complex,
Opp. Sahajanand Complex,
Panjarapole, Ambawadi,
Ahmedabad -380015.

15. **Investor Correspondence** : All enquiries, clarifications and Correspondence should be addressed to the compliance officer at the following address.
16. **Compliance Officer** : Mr. Atul B. Pandit
17. **Address for Correspondence** : 5th Floor, Nilkanth Palace, B Block, Opp. Seema Hall, 100ft. Sanjay Sachin Road, Satellite, Ahmedabad-380015

18. Compliance Certificate of the Auditors:

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

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

DECLARATION

As provided under clause 49 of the Listing Agreement with the Stock Exchange, all Board members and Senior Manager personnel have affirmed compliance with TOHEAL PHARMACHEM LIMITED Code of Business conduct and ethics for the year ended March 31, 2010

Place : Ahmedabad
Date : 15/06/2010

FOR AND ON BEHALF OF THE COMPANY


CHAIRMAN



M/S P.DALAL & CO.
CHARTERED ACCOUNTANTS
75, SAMAST BRAMKSHATRIYA SOCIETY,
BHATTHA, PALDI, AHMEDABAD 380 007
GUJARAT.

(O) 079-26600561

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AUDITORS REPORT

TO
THE MEMBERS OF
TOHEAL PHARMACHEM LTD.

We have audited the attached Balance – Sheet of **TOHEAL PHARMACHEM LTD.** as at **31st March 2010** and the Profit & Loss Account for the year ended on that annexed there to and report that:

- 1) We have obtained all the information and explanation which to the best of my knowledge and belief were necessary for the purpose of audit.
- 2) In our opinion proper books of account as required by law have been kept by the Company so far as appear from our examination of the books.
- 3) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
 - g. In case of Balance sheet of the state of affair of the Company as at **31/03/2010**.
 - h. In case of Profit & Loss Account of the profit for the year ending as on the date.
- 4) In our opinion and to the best of our information and according to explanation given to us, the account together with schedules and notes there on, give the information required and gives a true and fair view.
- 5) As required by the Manufacturing and other companies (Auditor's Report) Order, 1988 issued by the Company Law Board in terms of section 227 (4A) of the Companies Act 1956 and on the basis of check of the book and record as we consider appropriate and according of the information and explanation given to us in the course of the Audit, we state as under:

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- 15) According to the information and explanation given to us, there were not disputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty and Excise Duty outstanding for a period of more than six months at 31st March, 2010 from the date they become payable.
- 16) According to the information and explanation given to us and on that basis of the records examined by us, no personal expenses other than those payable under contractual obligations or in accordance with the generally accepted business practices, have been charged to revenue accounts.
- 17) The Company is not a sick industrial company within the meaning of Clause (0) of sub-section 3 of the Sick Industrial Companies (Special Provisions) Act, 1956.
- 18) In respect of the trading activities, there were no damaged goods during the period.

FOR, P. DALAL & CO.
CHARTERED ACCOUNTANTS

(P.S. DALAL)
P. J. Dalal.

15/01/2010



TOHEAL PHARMACHEM LIMITED
 PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31/03/2010

PARTICULARS	SCHEDULE	AMOUNT Rs.	31/03/2010 AMOUNT Rs.	31/03/2009 AMOUNT Rs.
INCOME				
Other Income		0	0	0
Total Income			0	0
EXPENDITURE				
			0	114500
Total Expenses			0	114500
Profit / (Loss) Before Taxation			0	-114500
Provision for Fringe Benefit Tax			0	0
Provision for Income Tax			0	0
Provision for Deferred Tax Liability			0	0
Profit / (Loss) After Taxation			0	-114500
Prior Period Adjustment			0	0
			0	-114500
Balance Brought Forward from Last Year			-114500	0
Profit Available for distribution			-114500	(114500)
Interim Dividend			0	0
Dividend Distribution Tax			0	0
Balance Transferred to General Reserve			0	0
Balance Carried forward to Balance Sheet			-114500	-114500
Total			-114500	-114500
Notes to the Accounts	11			

For, TOHEAL PHARMACHEM LIMITED

Director

Managing Director

Place: Ahmedabad

Date 15/06/2010

As per our Auditor's report of even date attached herewith.
 For P. Dalal & Co.
 Chartered Accountants.

P.S. Dalal
 (Proprietor
 M.No.37983

Date : 15/06/2010



Tibrewal Global finance	50000	50000
	32612185	32612185
SCHEDULE "3" :- CURRENT ASSETS, LOANS AND ADVANCES		
(A) Inventory:		
(B) Sundry Debtors:		
(C) CASH & BANK BALANCE :-		

Cash on Hand	620562	620562
Bank Balances :		

Dena Bank	536	536
Naroda Nagrik Co.Op Bank Ltd.	1492	1492
Central Bank Maskati Market	743	743
	623333	623333

TOHEAL PHARMACHEM LIMITED

Schedules attached to and forming part of the Balance Sheet as on 31/03/2010

PARTICULARS	As at 31/03/2010 RS.	As at 31/03/2009 Rs.
SCHEDULE "4" :- CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
P. Dalal & Co.,	2500	0
	2500	0
Provisions		
	0	0
Total	2500	0



TOHEAL PHARMACHEM LTD

AHMEDABAD

CASH FLOW STATEMENT FOR

THE YEAR ENDED 31-03-10

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PARTICULARS	CURRENT YEAR FY 2009-10	PREVIOUS YEAR FY 2008-09
CASH FLOW FROM OPERATIVE ACTIVITIE	0	1.15
NET PROFIT (LOSSES) BEFORE TAX AND EXTRA ORDINARY ITEMS		
ADJUSTMENTS FOR		
DEPRECIATION	0	0
FIXED ASSETS -LOSS ON SALE	0	0
OPERATING PROFIT BEFORE ADJUSTED FOR :	-0.00	-1.15
TRADE & OTHER Receivables	0	0
INVENTORIES	0	0
Trade & other payable	0	0
CASH GENERATED FROM OPERATIONS	0	0
INTEREST PAID	0	0
INTEREST RECEIVED	0	0
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	0	-1.15
(PROVISION OF EXPS W/O)		
NET CASH USED IN INVESTING ACTIVITIES (0.00)		-1.15
CASH FLOW FROM FINANCING ACTIVITIES		
SALE OF FIXED ASSETS	0	0
PURCHASE OF FIXED ASSETS	0	0
NET CASH USED IN INVESTING ACTIVITIES (0 00)		0
CASH FLOW FINANCING ACTIVITIES EXPS INCURRED FOR INCREASE		



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TO HEAL PHARMACHEM LTD
AHMEDABAD

BALANCE SHEET ABSTRACT AND CO.
GENERAL BUSINESS PROFILE
AS PER SCHEDULE VI PART
1V OF THE COMPANIES ACT 1956

REGISTRATION DETAILS

REGISTRATION NO 26244 STATE CC 4
BALANCE SHEET 31/03/10

CAPITAL RAISED DURING
THE YEAR RS IN LACS

PUBLIC ISSUES RIGHT ISSUE
NIL NIL

BONUS SHARE PRIVATE PLACEMENT
NIL NIL

POSITION OF MOBILISATION
AND DEPLOYMENT OF FUNDS
(RS IN LACS)

SOURCE FUND	TOTAL LIABIL 366=46 PAID UP CAPITAL 366=46	TOTAL ASSETS 366=46 RESERVE & SURPLUS 0
APPLICATION OF FUNDS	SECURED LOAN NIL NET FIXED 12=68 NET CURRENT ASSETS 7=96 ACCUMU	UNSECURED LOAN NIL INVESTMENT 326=12 MISC. EXP. NIL

