

CHEMO PHARMA LABORATORIES LIMITED

72ND ANNUAL REPORT

2013-2014

DIRECTORS	: SHRI NANDKUMAR PAREEK (Resigned w.e.f. 26.11.2013) SHRI GHANSHYAM K. JOSHI SHRI ASHOK SOMANI SHRI BALKISHAN LOHIA SHRI ASHOK JOSHI (Appointed w.e.f. 26.11.2013)
BANKERS	: AXIS BANK LTD., MUMBAI STATE BANK OF INDIA, MUMBAI
AUDITORS	: BATLIBOI & PUROHIT CHARTERED ACCOUNTANTS MUMBAI
REGISTERED OFFICE	: 5, KUMUD APARTMENT CHS. LTD., KARNIK ROAD, CHIKAN GHAR, KALYAN, DIST. THANE - 421 301, (MAHARASHTRA)
ADMINISTRATION OFFICE	: EMPIRE HOUSE, 3 RD FLOOR 214, DR. D. N. ROAD, FORT, MUMBAI – 400 001.
WEB	: www.thechemopharmalaboratoriesltd.com
E-MAIL	: contact@thechemopharmalaboratoriesltd.com

Registered Office: 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road,
Chikan Ghar, Kalyan, Dist. Thane - 421301
CIN No. L99999MH1942PLC003556

Web Site: www.thechemopharmalaboratoriesltd.com

Email Id: thechemopharmalab@gmail.com

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Seventy Two Annual General Meeting** of the Shareholders of CHEMO PHARMA LABORATORIES LIMITED will be held at 5- Kumud CHS Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421 301 on Thursday, the 28th August, 2014 at 4.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 2014.
2. To appoint Shri Ashok Somani (DIN No. 03063364), who retires by rotation and being eligible, has offered himself for reappointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification (s) the following resolution as an **Ordinary Resolution**
"RESOLVED THAT M/s Batliboi & Purohit Chartered Accountants (Regn No. 101048W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To appoint Shri Ashok Kumar Joshi (DIN No. 06614136) as Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Ashok Kumar Joshi (DIN No. 06614136) who was appointed as an Additional Director of the Company pursuant to the provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of the this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of the director be and is hereby appointed as a Director of the Company liable to retire by rotation."
5. To appoint Shri G. K. Joshi (DIN No. 01032861) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri G. K. Joshi (DIN No. 01032861), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019."
6. To appoint Shri B. K. Lohia (DIN No. 00079120) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

being in force) and Clause 49 of the Listing Agreement, Shri B K Lohia (DIN No. 00079120), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of director, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March, 2019."

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder, who is higher in the order of names will be entitled to vote.
6. The Company has notified closure of Register of Members and Share Transfer Books from 18th August, 2014 to 28th August, 2014 (both days inclusive).
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Sharex India Pvt. Ltd.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Sharex India Pvt. Ltd.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Sharex India Pvt. Ltd., for consolidation into a single folio.
11. Members who have not registered their e-mail addresses so far are requested register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

On behalf of the Board

Sd/-

Ashok Somani
Director

Place : Mumbai
Date : 23rd May, 2014

CHEMO PHARMA LABORATORIES LIMITED

- EMPIRE HOUSE, 3RD FLOOR, 214, DR. D. N. ROAD, FORT, MUMBAI – 400 001
 - TEL: 91-22-22078381, 22078382 • FAX: 91-22-22074294
 - CIN No.: L99999MH1942PLC003556 • PAN No.: AAACC2056K
- www.thechemopharmalaboratoriesltd.com

EMAIL: contact@thechemopharmalaboratoriesltd.com / chemopharmalab@gmail.com

Dear Shareholders,

Please refer to Notice dated 23th May, 2014 for convening Annual General Meeting on 28th August, 2014 to pass various Resolutions as set out in the said Resolutions.

We are pleased to provide E-Voting facility and accordingly you can vote on various Resolutions by availing E-Voting facility. The Detailed Procedure for E-Voting is given below –

- Log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” tab.
- Now, select the “COMPANY NAME” i.e Chemo Pharma Laboratories Limited from the drop down menu and click on “SUBMIT”
- Now Enter your Folio Number in User ID
- Next enter the Image Verification as displayed and Click on Login.
- You will reach directly on the Company selection screen.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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.

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- Click on the EVSN for the Chemo Pharma Laboratories Limited on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - 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.

The voting period begins on 21/08/2014 at 09:00 am and will remain open till 06:00 pm on 23/08/2014 and will be disabled thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Place: Mumbai
Date: 23rd May, 2014

FOR CHEMO PHARMA LABORATORIES LIMITED

sd/-
Ashok Somani
Director

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

The Board of Directors of the Company appointed, pursuant to the provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company Shri Ashok Kumar Joshi (DIN No. 06614136) as an Additional Director of the Company with effect from 26th November 2013.

In term of provisions of section 161(1) of the Companies Act, 2013 Shri Ashok Kumar Joshi (DIN No. 06614136) holds office upto the date of ensuing Annual General Meeting.

The Company has received a notice dated 27th March, 2014 in writing under section 257 of the Companies Act, 1956 from a member proposing the candidature of Shri Ashok Kumar Joshi for the Office of Director of the Company.

Shri Ashok Kumar Joshi (DIN No. 06614136) is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Brief resume of Shri Ashok Kumar Joshi (DIN No. 06614136) is given in Corporate Governance Report forming part of the Annual Report to the Company.

Except Mr. Ashok Kumar Joshi, Director (DIN No. 06614136) of the Company, no other Director is concerned or interested or deemed to be concern or interested in the proposed Resolution. Mr. Ashok Joshi (DIN No. 06614136) is not holding any share in Chemo Pharma Laboratories Limited (the "Company").

The Board of Directors recommends the passing of proposed Resolution.

ITEM NO. 5 & 6

Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) are Independent Directors of the Company and have held the positions before the commencement of Companies Act, 2013.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, inter alia, stipulating the conditions for appointment of Independent Directors by a Listed Company.

It is proposed to appoint Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) as Independent Directors under section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold their office for 5 (Five) consecutive years for a term 31st March 2019.

Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) are not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received Notices in writing from members of the Company along with deposit of requisite amount proposing the candidatures of each Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) for the office of Directors of the Company.

The Company has also received Declaration from Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreement.

In the opinion of the Board, Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) fulfill the conditions for appointment Independent Directors as his specified in the Companies Act, 2013 and the Listing Agreement.

Brief resume of Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) are provided in the Corporate Governance Report forming Part of the Annual Report.

A copy of draft letters for respective appointments of Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) as Independent Directors setting out the terms and condition are available for inspection by members at the Registered Office of the Company.

This statement may also be regarded has at disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Shri G. K. Joshi (DIN No. 01032861) and Shri B. K. Lohia (DIN No. 00079120) are interested in the Resolutions set out respectively at item nos. 5 & 6 of the Notice with regard to their respective appointments.

The relatives of Shri G. K. Joshi (DIN No. 01032861) and Shri B K Lohia (DIN No. 00079120) may be deemed to be interested in the Resolutions set out respectively at item nos. 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company their relatives are in any way concern or interested financially are otherwise in these Resolutions.

The Board commends the Ordinary Resolutions set out at item nos. 5 & 6 of the Notice for approval of the shareholders.

On behalf of the Board

**Sd/-
Ashok Somani
Director**

Place : Mumbai
Date : 23rd May, 2014

MANAGEMENT DISCUSSION AND ANALYSIS

The Management of CHEMO PHARMA LABORATORIES LIMITED in its Analysis Report has highlighted the performance and outlook of the Company in order to comply with the requirement of Corporate Governance as laid down in Clause 49 of the Listing Agreement. However, investors and readers are cautioned that this discussion contains certain forward looking statements that involve risk and uncertainties.

OVERVIEW

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by Securities and Exchange Board of India (SEBI) and Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Since the Company had discontinued its manufacturing operations few years back, the Directors are exploring new business opportunities.

OUTLOOK, OPPORTUNITIES AND THREATS

At present the Company is not carrying any manufacturing operation and hence surplus funds have been deployed in a manner that same can be liquidated at any time to meet Capital requirement of the new business.

RISK AND CONCERN

There are no perceived risks in the present activity.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal checks and controls.

FINANCIAL PERFORMANCE

The Company earned a Other Income of Rs. 43,87,594/- as against Rs. 26,98,408/- in the previous year 2012-13. The Profit after taxation was Rs.24,11,814 /- as against Rs. 14,32,354/- in the previous year 2012-13. The Earning Per Share (E.P.S.) has also increased to 1.91 as against 0.95 in the previous year 2012-13.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

BY ORDER OF THE BOARD

Place : Mumbai
Date : 23rd May, 2014

Sd/-
ASHOK SOMANI
DIRECTOR

DIRECTORS' REPORT

To,
The Members

The Directors present herewith the **SEVENTY TWO ANNUAL REPORT** and the Audited Statement of Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS

The Company earned a Other Income of Rs. 43,87,594/- as against Rs. 26,98,408/- in the previous year 2012-13. The Profit after taxation was Rs.24,11,814 /- as against Rs. 14,32,354/- in the previous year 2012-13. The Earning Per Share (E.P.S.) has also increased to 1.91 as against 0.95 in the previous share 2012-13.

OPERATIONS

There was no Manufacturing activity during the Year. The Company's main activities are Finance and Investments.

PUBLIC DEPOSIT

As on 31st March, 2014 the Company did not have any Public Deposit.

PARTICULARS OF EMPLOYEES

None of the Employees of the Companies are in receipt of Remuneration in excess of the limits prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

As required under Section 217(1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the Report of Board of Directors) Rule, 1988, the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, etc. are not given as there has not been any manufacturing operation during the under report.

DIRECTOR'S RESPONSIBILITY STATEMENT

In term of Section 217 (2AA) of the Companies Act, 1956, we, the Directors of Chemo Pharma Laboratories Ltd., state in respect of Financial Year 2013-14 that:

- a) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent 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 of the profit of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;

AUDITORS:

M/s. Batliboi & Purohit, Auditors of the Company, retire at the Seventy Two Annual General Meeting of the Company, and being eligible offer themselves for re-appointment.

AUDITOR'S REPORT:

The statutory auditors of the Company in their report have not made any adverse comments or qualifications on the accounts of the Company except in respect of disputed demands towards Central Sales Tax, Maharashtra Sales Tax and Income Tax. The explanation given on such disputed demands in the note number, 15, 16, 17 is self explanatory and hence no further comments are required in respect thereof.

DIRECTORS:

Shri Ashok Somani, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Shri N.K. Pareek has ceased to be a Director of the Company w.e.f. 26th November, 2013 which has been taken on record in the Board Meeting held on 9th December, 2013.

Shri Ashok Joshi was appointed as an Additional Director w.e.f. 26th November, 2013 in the Board Meeting held on 9th December, 2013. He holds office upto the date of the ensuing Annual General Meeting. A Notice has been received in writing from a Member of the Company proposing his appointment as the Director.

CORPORATE GOVERNANCE:

Report on Corporate Governance and a Certificate from S. K. Jain & Company, Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange is given as Annexure II forming part of this Report.

GENERAL:

The Balance Sheet and Statement of Profit & Loss of the Company have been signed by two of the Directors present in the Board Meeting in accordance with Provision of Section 215 of the Companies Act, 1956 for and on behalf of the Board of Directors.

ACKNOWLEDGMENT:

The Directors acknowledge with gratitude the help, co-operation and understanding received by it from all quarters.

BY ORDER OF THE BOARD

Place : Mumbai
Date : 23rd May, 2014

Sd/-
ASHOK SOMANI
DIRECTOR

ANNEXURE TO THE DIRECTOR'S REPORT

Statements of Particulars under Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

A.	CONSERVATION OF ENERGY	Not Applicable.
B.	TECHNOLOGY ABSORPTION	Not Applicable.
C.	FOREIGN EXCHANGE EARNING AND OUTGO	NIL

BY ORDER OF THE BOARD

Place : Mumbai
Date : 23rd May, 2014

Sd/-
ASHOK SOMANI
DIRECTOR

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2013-14 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March, 2014

2. Board of Directors:

The Company's Board comprised of Four Directors: one is Promoter Executive Director, one is Non-Executive Director and two are Non-Executive Independent Directors. The Chairman of the Board is Executive Promoter Director. The number of Non-Executive Independent Directors is 50% of the total strength of the Board.

During the year 06 (Six) Board Meetings were held on 30/04/2013, 23/05/2013, 26/07/2013, 21/10/2013 and 09/12/2013 and 15/01/2014. The attendance of the Directors in the Board Meetings and last Annual General Meeting is given here below.

Name	Category and Designation	No. of Board Meetings attended during the year 2013-2014	Whether attended last AGM	No. of Directorship in other Limited Companies	No. of Membership of Committees other than the Company	No. of Chairmanship of Committees other than the Company
Shri N.K Pareek (resigned w.e.f. 26.11.2013)	NEC	04	Yes	01	02	Nil
Shri G. K. Joshi	ID	06	Yes	03	04	04
Shri Ashok Somani (Appointed w.e.f. 14.01.2013)	ED	06	Yes	02	02	Nil
Shri Balkishan Lohia	ID	06	Yes	01	Nil	Nil
Shri Ashok Joshi (Appointed w.e.f 09/12/2013)	NED	02	No	Nil	Nil	Nil

ED- Executive Director

ID – Independent Director

NED-Non –Executive Director

Particulars of Re-appointed / appointed Directors:

- Name** : **Shri Ashok Joshi**

Designation : Director

Age : 48

Experience : Commerce graduate from Rajasthan University and has more than 26 years' experience in managing day to day operations of limited companies.

Other Directorship : NIL

2. Name : **Shri G.K. Joshi**
 Designation : Director
 Age : 69
 Experience : Science graduate from Mumbai University and has three decades of experience in managing day to day operations of limited companies
 Other Directorships : M/s Tecil Chemicals and Hydro Power Limited
 M/s Citric India Limited
 M/s. Coral Hub Limited
 M/s. Ambition Clothing Pvt. Ltd.
3. Name : **Shri Ashok Somani**
 Designation : Director
 Age : 54
 Experience : Commerce graduate from Mumbai University and has experience in managing day to day operations of limited companies
 Other Directorships : M/s Solace Logistics Pvt. Ltd.
 M/s Citric India Limited
 M/s Shree Consultations & Services Pvt. Ltd.
4. Name : **Shri B. K. Lohia**
 Designation : Director
 Age : 66
 Experience : Commerce graduate from Mumbai University and has three decades of experience in managing day to day operations of limited companies
 Other Directorships : M/s Ellora Merchantile Pvt. Ltd.
 M/s Shree Consultations & Services Pvt. Ltd.
 M/s Chinara Tie-Up Pvt. Ltd.

Board Committees

The Board has constituted the following Committees of Directors:

(a) Audit Committee:

i. Terms of Reference

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors.

ii. Composition

The Audit Committee was reconstituted by inducting Shri Ashok Joshi as Member of the Audit Committee in place of Shri N.K. Pareek, Member of the Audit Committee who has ceased as Director of the Company w.e.f. 26th November, 2013 has been taken on record by the Board in the Board Meeting held on 9th December, 2013.. The reconstituted Audit Committee comprises of the following Members:

1. Shri G. K. Joshi Chairman
2. Shri Balkishan Lohia Member
3. Shri Ashok Joshi Member

The Audit Committee met 5 times i.e. on 30/04/2013, 23/05/2013, 26/07/2013, 21/10/2013 and 15/01/2014. The attendances of members are as follows:

Name	Category	Meetings during the year 2013-14	
		Held	Attended
Shri G. K. Joshi	Chairman	5	5
Shr Ashok Joshi (Appointed w.e.f. 26 th Nov,2013)	Member	5	1
Shri N. K. Pareek (resignation from 26 th Nov., 2013)	Member	5	4
Shri Balkishan Lohia	Member	5	5

(b) Shareholders/ Investors Grievance Committee :

i. Terms of Reference :

- To scrutinize and approve registration of transfer of shares/ debentures/ warrants issued / to be issued by the Company.
- To exercise all powers conferred on the Board of Directors under Article 43 of the Article of Association.
- To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost.
- To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- To look into shareholders and investors complaints like transfer of shares, non- receipt of annual reports, non-receipt of declared dividends, etc., and
- To delegate all or any of its powers of Officers/ Authorized Signatories of the Company.

ii. Composition:

The Shareholder Grievance Committee was reconstituted by inducting Shri Ashok Joshi as Member of the Shareholder Grievance Committee in place of Shri N.K Pareek, Member of the Shareholder Grievance Committee who has ceased as Director of the Company w.e.f. 26th November, 2013 which has been taken on record by the Board in the Board Meeting held on 09th December, 2013. The reconstituted Shareholder Grievance Committee comprises of the following Members:

- Shri G. K. Joshi Chairman
- Shri Balkishan Lohia Member
- Shri Ashok Joshi Member

The constitution and terms of reference of the Share Transfer & Shareholders'/Investors' Grievance Committee is in agreement with the guideline prescribed under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

The committee (i) approves and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate certificates by the Company; (ii) looks into various issues relating to shareholders, including the redressal of Shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc; and (iii) carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted in terms of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Committee met 5 times i.e. on, 30/04/2013, 23/05/2013, 26/07/2013, 21/10/2013 and 15/01/2014. The attendances of members are as follows:

Name	Category	Meetings during the year 2012-13	
		Held	Attended
Shri G. K. Joshi	Chairman	5	5
Shri Ashok Joshi (Appointed w.e.f. 26 th November, 2013)	Member	5	1
Shri N. K. Pareek (resignation from 26 th November, 2013)	Member	5	4
Shri Balkishan Lohia	Member	5	5

Name & designation of Compliance Officer:

Shri Ashok Kumar Joshi is Compliance Officer and also Authorized Signatory for share transfer on behalf of the Company.

Detail of Complaints:

No. of Shareholder's Complaints received during the year : 3

No. of Complaints resolved to the satisfaction of shareholders : 3

No. of pending share transfer : Nil

3. General Body Meetings:

(a) Location and time where last three Annual General Meetings were held :

Annual General Meetings

Financial Year	Date	Time	Location
2012-2013	30/08/2013	5.00 P.M.	At Regd. Office, Kumud Apt., Kalyan
2011-2012	30/08/2012	4.00 P.M.	At Regd. Office, Kumud Apt., Kalyan
2010-2011*	02/09/2011	4.00 P.M.	At Regd. Office, Kumud Apt., Kalyan

(b) Whether Special Resolution were put through postal ballot last year : No

(c) Are votes proposed to be conducted through postal ballot this year : No

4. Other disclosures:

a. Subsidiary Companies

The Company has no Subsidiary Companies.

b. Related Party Transactions

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

c. Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable. The Financial Statements have been prepared on their historical cost convention and in accordance with the normally accepted accounting principles on accrual basis.

d. Disclosure on Risk Management

The Company is not carrying any manufacturing operations. The Directors of the Company are exploring new avenues of business opportunities. The Company is at present deploying surplus funds in a judicious manner. There are no perceived risks in such investment.

e. Code of Conduct

The Board has not laid down a Code of Conduct for all the Board Members and Senior Management of the Company.

- f. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years : None

5. CEO/CFO Certification:

Shri Ashok Somani, Executive Director & CEO and Shri Ashok Kumar Joshi Director & CFO of the Company have given Annual Certification on financial reporting and internal controls to the Board in terms of Clause 49 (V) of the Listing Agreement.

Means of communication:**1. Quarterly Results:**

The Company has submitted Unaudited Quarterly Result to the Bombay Stock Exchange.

2. Newspapers wherein normally published: The Asian Age & Tarun Bharat, Mumbai

3. Whether Management Discussion & Analysis Report is a part of Annual Report: Yes

6. General Shareholder information:

- (a) **AGM date, time and venue:** Annual General Meeting will be held on Thursday, 28th August, 2014, at 4.00 P. M. at 5-Kumud Apartment, Co. Op. Hsg. Soc. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane-421301 (Maharashtra).

(b) Financial Calendar for 2013-2014**Tentative Schedule**

Unaudited Results for quarter ending June 30, 2014	upto 14 th August, 2014
Unaudited Results for quarter ending September 30, 2014	upto 14 th November, 2014
Unaudited Results for quarter ending December 31, 2014	upto 14 th February, 2015
Unaudited Results for year ending March 31, 2015	upto 15 th May, 2015
Audited Annual Accounts for the year ending March 31, 2015	upto 30 th May, 2015

- (c) **Date of Book Closure:** Share Transfer Register will be closed from 18th August, 2014 to 28th August, 2014 (both days inclusive).

- (d) Dividend payment date: Not Applicable.

- (e) Company's Shares are listed in Bombay Stock Exchange.

- (f) **Stock code:** 506365

(g) Market Price Data: High, Low during each month in last financial year

Month	BSE Price (Rs.)	
	High	Low
April, 13	17.15	17.15
May, 13	17.15	17.15
June, 13	18.00	18.00
July, 13	18.00	18.00
August, 13	18.00	18.00
September, 13	18.00	18.00
October, 13	18.90	18.90
November, 13	18.90	18.90
December, 13	18.90	18.90
January, 14	20.75	19.75
February, 14	19.45	13.90
March, 14	21.65	20.70

(h) The Register and Share Transfer Agents:

M/s Sharex Dynamic (India) Pvt. Ltd.
Unit – 1, Luthra Industrial Premises,
Andheri-Kurla Road, Safed Pool,
Andheri (East), Mumbai – 400 072

(i) Share transfer system with number of Shares Transferred:

Shares transfers in physical form are registered and returned within a period of 15-20 days from the date of receipt, in case documents are completed in all respects. The Share Transfer & Shareholders'/ Investors' Grievance Committee meets periodically. The total numbers of shares transferred during the financial year under review were as below:

	No. of transfers	No. of Shares
Transfer	12	938
Other cases		
Deletion	NIL	NIL
Transmission	NIL	NIL
Total	12	938

(j) Dematerialization of shares and liquidity : YES**(k) Outstanding GDRs/Warrants, Convertible Bonds, conversion date and its impact on equity : Nil****(l) (i) Distribution of Shares as on 31/03/2014:**

No. of Shares	No. Shareholders	% of Holding
Up to 500	5879	96.46
501-1000	147	2.41
1001-5000	57	0.94
5001-10000	7	0.11
10001-100000	4	0.07
Above 100001	1	0.01
Total	6095	100.00

(ii) **Category of Shareholders As on 31/03/2014:**

Category	No. of Shares	% of Holdings
Promoters, Relatives and Associates	418281	27.87
Financial Institutions / Banks	2496	0.17
Central/ State Government	5387	0.36
Insurance Companies		
Mutual Funds	--	--
Foreign Institutional Investors	--	--
Non Resident Indian / Overseas Corporate Bodies	387	0.03
Body Corporate	76322	5.09
General Public	997127	66.48
Total	1500000	100.00

(m) **Address for Correspondence:**

The shareholders should be addressed either to Registered Office at above address or Registrar Share Transfer Agents or Administrative Office at following address:

Chemo Pharma Laboratories Ltd. 3rd Floor, Empire House, 214, Dr. D. N. Road, Fort, Mumbai – 400 001.

Non-mandatory Requirement:**1. Office of the Chairman of the Board:**

The Company does not defray the secretarial expenses of the Chairman's office.

2. Remuneration Committee:

The Company has not constituted Remuneration Committee.

3. Shareholder rights-furnishing of half yearly results:

The Company's Quarterly results are published in newspapers and are not, therefore, sent to the shareholders.

Postal Ballot:

The Company will comply with the requirements of postal ballot as and when such matter arises requiring approval of the shareholders by such process in terms of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Adoption of other non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

ON BEHALF OF THE BOARD

**Sd/-
ASHOK SOMANI
DIRECTOR**

**Place : Mumbai
Date : 23rd May, 2014**

CEO / CFO CERTIFICATE

We, Ashok Somani, CEO and Ashok Joshi, CFO of Chemo Pharma Laboratories Ltd. appointed in terms of the Companies Act, 1956 certify to the Board that:

1. I have reviewed the Balance Sheet and Statement of Profit & Loss account for the year ended 31st March, 2014 and all its schedules and notes to accounts, as well as the Cash Flow Statement.
2. Based on our knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on our knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the Company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on their most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

I have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company's internal control over financial reporting during the year.
- b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

Mumbai,
23rd May, 2014

Sd/-
ASHOK KUMAR JOSHI
CFO

Sd/-
ASHOK SOMANI
CEO

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To The Members of **Chemo Pharma Laboratories Ltd.**

Empire House, 3rd Floor, 214 Dr. D. N. Road,
Fort, Mumbai – 400 001

We have examined the compliance of conditions of Corporate Governance by **CHEMO PHARMA LABORATORIES LIMITED** for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with the Stock Exchange(s).

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 Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements 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 condition of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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 S. K. JAIN & CO.
PRACTICING COMPANY SECRETARY**

**Place : Mumbai
Dated : 23rd May, 2014**

**Sd/-
(Dr. S. K. JAIN)
PROPRIETOR
C. P. NO. 3076**

COMPLIANCE CERTIFICATE

Registration No : 11-003556
Authorised Capital : Rs. 100,000,000/-
Paid Up Capital : Rs. 15,000,000/-

To

The Members

CHEMO PHARMA LABORATORIES LTD

5, Kumud Apartment CHS Limited

Karnik Road Chikan Ghar, Kalyan-421301

We have examined the registers, records, books and papers of **M/S CHEMO PHARMA LABORATORIES LTD** as required to be maintained under the Companies Act, 1956 and Companies Act, 2013(to the extent applicable) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid Financial Year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the Rules made there under and all entries therein have been duly recorded.
2. The Company has filed forms and returns as stated in Annexure 'B' to this Certificate with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities prescribed under the Act and the Rules made there under.
3. The Company, being a Public Limited Company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met 6 (Six) times respectively on 30/04/2013, 23/05/2013, 26/07/2013, 21/10/2013 and 09/12/2013 and 15/01/2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 18th August, 2014 to 28th August, 2014 (both days included) during the financial year.
6. The Annual General Meeting for the Financial Year ended on 31.03.2013 was held on 30.08.2013 after giving due notice to the Members of the Company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year.
8. The Company had not granted any loans to any directors within the meaning of Section 295 of the Companies Act, 1956 which was not in operation till 11th September,2013 and under section 185 of the Companies Act, 2013 which came into effect from 12th September, 2013.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Companies Act, 1956.
10. The Company has made necessary entries whenever required in the register maintained under Section 301 of the Companies Act,1956.
11. As there were no instances falling within the purview of Section 314 of the Companies Act,1956 the Company has not obtained any approvals from the Board of Directors, Members or Central Government as the case may be.
12. The Company has not issued any duplicate certificates during the Financial Year.
13. The Company has
 - i. not made any allotment, and transmission of any shares during the Financial Year.
 - ii. not deposited any amount in a separate Bank Account as no dividend was declared during the Financial Year.
 - iii. not posted warrants to any member of the Company as no dividend was declared during the Financial Year.

- iv. no amount outstanding in respect of unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remain unclaimed or unpaid for the period of seven years and liable to be transferred to Investor Education and Protection Fund.
 - v. duly complied with the requirements of Section 217 of the Companies Act, 1956.
14. The Board of Directors of the Company is duly constituted. Mr. Ashok Kumar Joshi was appointed as Additional Director of the Company w.e.f. 26th November, 2013 in the Board Meeting held on 09th December, 2013. However there was no appointment of Alternate Directors and Directors to fill casual vacancy during the Financial Year. Mr. N.K. Pareek has been ceased as Director w.e.f. 26th November, 2013 which has been taken on record by the Board of Director in the Board Meeting held on 09th December, 2013.
 15. The Company has not appointed any Managing / Whole Time during the Financial Year.
 16. The Company has not appointed any sole selling agents during the Financial Year.
 17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and / or such authorities prescribed under the various provisions of the Act.
 18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the Rules made there under.
 19. The Company has not issued any Equity Shares during the Financial Year.
 20. The Company has not bought back any shares during the Financial Year.
 21. There was no redemption of preference shares or debentures during the Financial Year.
 22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the Financial Year.
 24. The Company's borrowings during the year was within the limit prescribed under Section 293 (1) (d) of the Companies Act, 1956.
 25. The Company has made loan to body corporate in which Directors of the Company are interested. and consequently entries have been made in the Register kept for the purpose.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another during the year under scrutiny.
 27. The Company has not altered the provisions of the Memorandum with respect to the Main-Objects of the Company during the year under scrutiny.
 28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
 29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
 30. The Company has not altered its Articles of Association for the change of the name of the Company pursuant to the provisions of the Act during the Financial Year.
 31. There was no prosecution initiated against or show cause notices received by the Company during the Financial Year, for offences under the Act.
 32. The Company has not received any money as security from its employees during the Financial Year.
 33. The Company has not deducted contribution towards Provident Fund under Provident Fund Scheme u/s 418 of the Act during the Financial Year

S. K. Jain & Co.
Practicing Company Secretaries

Place : Mumbai
Date : 23/05/2014

Sd/-
Dr. S. K. Jain
Proprietor
C.P No. 3076

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CHEMO PHARMA LABORATORIES LTD

Report on the Financial Statements

We have audited the accompanying financial statements of **Chemo Pharma Laboratories Ltd** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). 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 mis-statement, 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 have 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 31st, 2014;
- (b) in the case of the Statement of Profit and Loss, of the **profit** for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows 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 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said 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.
- (bb) the Company does not have any branch hence section 227(3) (bb) is not applicable.
- (c) the Balance Sheet, 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 31st, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No.: 101048W

Place : Mumbai
Date : 23rd May, 2014

Sd/-
Paresh Chokshi
Partner
Membership No33597

Annexure referred to in our report to the members of Chemo Pharma Laboratories Ltd. (the Company) for the year ended 31 March, 2014.

1. The Company has maintained proper records of fixed assets showing full particulars including quantitative details and situation of fixed assets. The management during the year has not carried out the physical verification of fixed assets. As per the explanations given to us a substantial portion of fixed assets were not disposed of during the year.
2. In our opinion and as per the explanation given to us there is no inventory at close of the year so sub-clause (a), (b) and (c) of clause ii is not applicable.
3. (a) The Company has granted interest free loan to one party covered in the register maintained under section 301 of the Companies Act, 1956. The yearend balance of loans granted was Rs. Nil and the maximum amount involved during the year was Rs. 18,85,000/-.
- (b) The loan granted is repayable on demand. As informed, the Company has not demanded repayment of any such loan during the year, thus there has been no default on the part of the party to whom money has been lent.
- (c) In our opinion and according to the information and explanation given to us the other terms & conditions for such loan are not prime facie prejudicial to the interest of the Company.
- (d) The Company had taken loan from one company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 21,00,000/- and the year end balance of loan taken from such party was Rs. Nil.
- (e) In our opinion and according to information & explanation given to us the terms & conditions of the loan taken is not prime facie prejudicial to the interest of the Company.
4. As the Company has discontinued its operations so the clause in respect of Internal Control System for the purchase of inventory, fixed assets and for the sale of goods and services is not applicable.
5. a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 exceeding Rs. 5,00,000/- have been made at prices which are reasonable having regard to prevailing market prices at the relevant time. As explained to us, the Company has not entered in to any transactions for sale of goods, materials and services in pursuance to contracts or arrangements as aforesaid.
6. In our opinion and according to the information and explanations given to us, no fixed deposits were accepted during the period to which the provisions of Section 58A and 58AA or any other relevant provisions of the Act as applied.
7. As company's operations are suspended the internal audit is not required.
8. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.

9. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amount payable in respect of provident fund, investor education and protection fund, employees state insurance, income tax, wealth tax, sales tax, service tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information & explanations given to us, the dues in respect of sales tax, income tax, custom duties, wealth tax, excise duty, and cess that have been deposited with the appropriate authorities except in cases where there is a dispute. The details of dispute and the forum where such disputes are pending is given below:

Name of the statute	Nature of the dues	Amount (Rs.)	Forum where dispute is pending
Central Sales Tax Maharashtra Sales Tax	Central sales tax	18,05,093	Appeal before sales tax authority
Income Tax Act	Penalty Tax	60,47,659	Appeal before ITAT

Name of the statute	Nature of the dues	Amount (Rs.)	Forum where dispute is pending
Income Tax Act	Income Tax	31,77,291	Appeal before ITAT
Central Sales Tax Act	Central Sales Tax	1,99,542	Company is in process of filing an appeal against the order in High Court
Maharashtra Sales Tax Act	Sales Tax	9,57,787	Company is in process of filing an appeal against the order in High Court

10. There are accumulated losses at the end of the financial year which are not more than 50% of its net worth. The Company has not incurred cash loss during the year and in the immediately preceding financial year.
11. Based on our audit procedure and as per the information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution or bank.
12. The Company has not granted 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, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

15. In our opinion and according to the information and explanations given to us, the Company has not given guarantee for loans taken by others from banks or financial institutions during the period.
16. In our opinion and according to the information and explanations given to us, the Company has not raised any term loans.
17. Based on the information and explanations given to us and on an overall examination of the balance sheet of the Company, the Company has not raised funds on short-term basis.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the period
21. Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For **BATLIBOI & PUROHIT**
Chartered Accountants
Firm Registration No.: 101048W

Place : Mumbai
Date : 23rd May, 2014

Sd/-
Paresh Chokshi
Partner
Membership No.: 33597

BALANCE SHEET AS AT 31ST MARCH, 2014

	Notes	31 st March, 2014 Rupees	31 st March, 2013 Rupees
1	<u>EQUITY AND LIABILITIES</u>		
a.	Share Holders' Fund		
	Share Capital	2	1,50,00,000
	Reserves & Surplus	3	3,35,04,967
	<i>Sub Total</i>	4,85,04,967	4,60,93,153
b.	Non-Current Liabilities	4	11,96,976
c.	Current Liabilities	5	
	Short-Term Borrowings	5(i)	-
	Other Current Liabilities	5(ii)	4,85,646
	Short-Term Provisions	5(iii)	18,05,751
	<i>Sub Total</i>	22,91,397	15,00,191
	GRAND TOTAL	5,19,93,340	4,87,90,320
2	<u>ASSETS</u>		
a.	Non-Current Assets		
i.	Fixed Assets		
	Tangible Assets	6	1,31,310
ii.	Non-Current Investment	7	1,68,43,701
iii.	Long Term Loans and Advances	8	1,82,66,280
iv.	Current Assets	9	
	Cash & Cash Equivalents		17,47,049
	Short -Term Loans & Advances		1,50,05,000
	<i>Sub Total</i>	1,67,52,049	1,55,54,736
	GRAND TOTAL	5,19,93,340	4,87,90,320

As per our Report Annexed

For Batliboi & Purohit
Chartered Accountants
Firm Reg. No. 101048W

Sd/-
Paresh Chokshi
 Partner (Membership No.33597)

Place : Mumbai
 Date : 23rd May, 2014

On behalf of Board of Directors

Sd/-
G. K. JOSHI
 DIRECTOR

Sd/-
ASHOK SOMANI
 DIRECTOR

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	Notes	31 st March, 2014 Rupees	31 st March, 2013 Rupees
<u>Continuing Operations</u>			
I. INCOME			
Other Income	10	43,87,594	26,98,408
Total Revenue (I)		43,87,594	26,98,408
II. EXPENSES			
1 Employee Benefit Expenses	11	8,400	28,000
2 Other Expenses	12	13,16,507	8,21,156
Total (II)		13,24,907	8,49,156
Gross Profit / (Loss)		30,62,687	18,49,252
<u>Less:</u> Depreciation for the Year		45,873	61,898
Profit /(Loss) Before Taxation		30,16,814	17,87,354
<u>Less:</u> Tax Expenses (Current Year)		6,05,000	3,55,000
Tax adjusted for previous year		-	-
Profit /(Loss) After Taxation		24,11,814	14,32,354
Earnings per Equity Share (Nominal Value of Share Rs.10/-)			
(31st March, 2014 : Rs.10/-)			
Basic and Dilluted		1.61	0.95

The accompanying notes are intergal part of financial statement.

Summary of significant accounting policies

1

As per our Report Annexed

For Batliboi & Purohit
Chartered Accountants
Firm Reg. No. 101048W

Sd/-
Paresh Chokshi
Partner (Membership No.33597)

Place : Mumbai
Date : 23rd May, 2014

On behalf of Board of Directors

Sd/-
G. K. JOSHI
DIRECTOR

Sd/-
ASHOK SOMANI
DIRECTOR

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

PARTICULARS	31-Mar-14	31-Mar-13
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	24,11,814	17,87,354
Adjustment for		
Depreciation	45,873	61,898
Liabilities written back	-	(4,21,953)
Dividend received	(4,785)	(2,846)
Interest received	(43,81,809)	(22,73,595)
Operating profit before working capital changes	(19,28,907)	(8,49,142)
Adjustment for		
Increase in other Current Liabilities	7,91,206	(6,73,674)
Increase in Current Assets	(79,797)	(19,50,000)
Cash Generated From Operation	(12,17,498)	(34,72,816)
Taxes Paid	(4,38,182)	(4,80,445)
Cash Flow From Operating Activities	(16,55,680)	(39,53,261)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Dividend received	4,785	2,846
Inter-corporate Deposit	(30,33,600)	-
Interest received	43,81,809	22,73,595
Cash Flow From Investing Activities	13,52,994	22,76,441
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	-	-
Long Term Borrowings	-	-
Short Term Borrowings	-	-
Cash Flow From Financing Activities	-	-
Net increase/(decrease) in cash and cash Equivalents	(3,02,686)	(16,76,820)
Opening balance of Cash and Cash Equivalents	20,49,735	37,26,555
Closing Balance Of Cash and Cash Equivalents	17,47,049	20,49,735

Note:

- The above Cash Flow Statement has been prepared under the indirect method as set out in the AS-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Previous Year's figures have been re-arranged/re-grouped wherever necessary.

This Cash Flow Statement referred in our report of even date

As per our Report annexed

For Batliboi & Purohit
Chartered Accountants
Firm Reg. No. 101048W

Sd/-

Paresh Chokshi
 Partner (Membership No.33597)

Place : Mumbai
 Date : 23rd May, 2014

on behalf of Board of Directors

Sd/-
G. K. JOSHI
 DIRECTOR

Sd/-
ASHOK SOMANI
 DIRECTOR

Notes to the financial Statements for the year ended 31st March, 2014

1. Significant Accounting policies :

a) General :

The Financial Statement have been prepared on their historical cost convention and in accordance with the normally accepted accounting principles on accrual basis.

b) Fixed Assets :

Fixed Assets are valued at cost of acquisition less depreciation.

c) Depreciation :

- 1) Depreciation on Fixed Assets is provided on Written Down Value Method at the rate specified in the Schedule XIV of the Companies Act, 1956.
- 2) Depreciation on additions / deletions during the year is provided on a pro-rata basis from the month of addition / deletion.

d) Investment :

Long Term Investments are valued at cost of acquisition.

e) Employees Retirement Benefits :

- 1) Company's Contribution to Provident Fund are Charged to Profit & Loss Account.
- 2) Gratuity payable to Employees is calculated as per provisions of the Gratuity Act. The Company provides for Gratuity Liability in the account as and when paid.
- 3) Leave encashment benefit at the time of retirement is considered on cash basis as and when paid.

Notes to Financial statements for the year ended 31st March, 2014

	31.03.2014 Rupees	31.03.2013 Rupees
2 Share Capital :		
Authorised shares:		
97,50,000 Equity Shares of Rs.10/- each	9,75,00,000	9,75,00,000
25,000 Preference Shares of Rs.100/- each	25,00,000	25,00,000
TOTAL	10,00,00,000	10,00,00,000
Issued ,Subscribed and fully paid-up Shares		
15,000,00 Equity Shares of Rs.10/- each	1,50,00,000	1,50,00,000
Nil Preference Shares of Rs.100/- each	Nil	Nil
TOTAL	1,50,00,000	1,50,00,000
A) Reconciliation of the Shares outstanding at the beginning and at the end of reporting period		
Equity Shares	<i>Nos.</i>	<i>Nos.</i>
At the beginning of the period	15,00,000	15,00,000
Issued during the period (Bonus Issue)	Nil	Nil
Issued during the period	Nil	Nil
Outstanding at the end of the period	15,00,000	15,00,000
Preference Shares	<i>Nos.</i>	<i>Nos.</i>
At the beginning of the period	Nil	Nil
Issued during the period	Nil	Nil
Outstanding at the end of the period	Nil	Nil

B) Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value Rs.10/- per Share. Each Holder of Equity Shares is entitled to one vote per Share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting.

During the year ended 31st March, 2014, the amount of per Share Dividend recognized as distribution to Equity Shareholders was Rs. Nil (31 March 2013 : Rs. Nil)

C) List of Shareholding 5% & Above

Sr. No.	Name of the Shareholders	Number of Shares held	Percentage of Holding
1.	M/s Citric India Limited	3,69,450	25.00%

Notes to Financial statements for the year ended 31st March, 2014

		31.03.2014 Rupees	31.03.2013 Rupees
3 Reserves and Surplus			
- Capital Reserve		4,84,46,784	4,84,46,784
- Investment Allowance Reserve		29,67,954	29,67,954
		5,14,14,738	5,14,14,738
- Profit & loss account :			
Balance as per Last Balance sheet	(2,03,21,585)		
Add/(Less): (Loss)/Profit during the year	24,11,814	(1,79,09,771)	(2,03,21,585)
TOTAL		3,35,04,967	3,10,93,153
4 Non Current Liability			
SICOM - Deferred Sales Tax payable		11,96,976	11,96,976
TOTAL		11,96,976	11,96,976
5 Current Liabilities			
i) Short Term Borrowings :		-	-
ii) Other Current Liabilities :			
Other liabilities		4,85,646	2,99,440
TOTAL		4,85,646	2,99,440
iii) Short term provisions :			
Provision For Income Tax		18,05,751	12,00,751
TOTAL		18,05,751	12,00,751

6. TANGIBLE ASSETS

Particulars	AT COST				Depreciation (On Written Down Value Basis)				Net Block as on 31.3.2014 (Rs.)
	As on 31.03.2013 (Rs.)	Additions during the year (Rs.)	Deductions during the year (Rs.)	Total as on 31.03.2014 (Rs.)	Upto 31.03.2013 (Rs.)	For the year (Rs.)	On disposals & adjustment (Rs.)	Total as on 31.03.2014 (Rs.)	
Vehicle	8,78,890	-	-	8,78,890	7,01,706	45,874	-	7,47,580	1,31,310
Total (A)	8,78,890	-	-	8,78,890	7,01,706	45,874	-	7,47,580	1,31,310
Previous Year	8,78,890	-	-	8,78,890	6,39,808	61,898	-	7,01,706	1,77,184

Notes to Financial statements for the year ended 31st March, 2014

		31.03.2014 Rupees	31.03.2013 Rupees
7 Non-Currenet Investments (at Cost) - Non-trade			
a. In Governement Security (Unquoted)		-	-
12 Years National Defence Certificates		500	500
7 Years National Defence Certificates		5,000	5,000
		5,500	5,500
b. Shares in Joint Stock Companies- Quoted Non-Trade	<i>No. of Shares</i>		
Equity Shares of -			
Emami Limited of Rs.10 each fully paid (Market Value Rs. 435.10)	168	100	100
Reliance Chemotex Inds. Ltd of Rs.16 fully paid (Market value Rs.30.45)	1900	66,500	66,500
Reliance Power Ltd of Rs.10 fully paid (Market value Rs.70.35)	88	24,750	24,750
		91,350	91,350
(Agreegate Market Value of Quoted Shares Rs.1,37,143/-)			
c. Shares in Joint Stock Companies-Trade			
Equity Shares of Tecil Chemicals & HP Ltd of Rs.10	5236930	1,66,56,076	1,66,56,076
Equity Shares of Citric India Ltd. of Rs.10/- each	27000	60,750	60,750
		1,67,16,826	1,67,16,826
d. Unquoted Equity shares of: Non-Trade			
Shamrao Vithal Co.Op Bank Ltd of Rs 25 fully paid	1	25	25
Capexil (Agencies) Ltd of Rs 1000 each fully paid	5	5,000	5,000
City Co.Op. Bank Ltd. Of Rs. 10 each fully paid	1000	25,000	25,000
		30,025	30,025
TOTAL		1,68,43,701	1,68,43,701
8 Long Term Loans and Advances			
Intercompany Deposits- unsecured		1,57,33,600	1,42,00,000
Advance to Staff		1,85,000	-
Deposit against Sales Tax		4,19,000	4,19,000
Advance Tax paid		19,28,680	15,95,700
TOTAL		1,82,66,280	1,62,14,700
9 Current Assets			
i. Cash & Cash Equivalent			
Cash in Hand		38,743	38,804
With Scheduled Bank Current Account		17,08,306	20,10,932
TOTAL		17,47,049	20,49,736
ii. Short Term Loans and Advances			
Security Deposits		5,000	5,000
inter Corporate Loan Given -others unsecured		1,50,00,000	1,35,00,000
TOTAL		1,50,05,000	1,35,05,000

Notes to Financial statements for the year ended 31st March, 2014

	31.03.2014 Rupees	31.03.2013 Rupees
10 Other Income		
Dividend Received	4,785	2,846
Interest Received	43,81,809	22,73,595
Other Income	1,000	-
Miscellaneous Receipt	-	14
Sundry Balances written off	-	4,21,953
TOTAL	43,87,594	26,98,408
11 Employee Benefit Expenses		
Ex - Gratia	8,400	11,200
Leave Encashment	-	16,800
TOTAL	8,400	28,000
12 Other Expenses		
Advertisement & Publicity	30,190	24,910
Annual Listing Fees	46,020	12,930
Audit Fees	11,236	11,648
Bank Charges	1,382	5,097
Director Remuneration	1,62,000	1,36,800
Filing Fees	636	624
General Expenses	1,500	1,100
Legal Fees	20,000	-
Rent paid	24,000	24,000
Postal Charges	25,281	25,109
Printing & Stationery	75,700	27,993
Professional Fees	8,40,574	87,996
Rates & Taxes	10,300	260
Share Registry Expenses	67,688	49,739
Travelling Expenses	-	4,00,000
Website Registration Charges	-	12,950
TOTAL	13,16,507	8,21,156

Notes Forming Parts of Account**YEAR ENED 31.03.2014**

- 13 Company has discontinued manufacturing operations inspite of that accounts have been prepared on Going Concern Basis.
- 14 No provision for diminution in value of investments has been made in respect of investments in equity shares of TECIL CHEMICALS & HYDRO POWER LTD. of Rs.166,56,076/- eventhough the losses of TECIL CHEMICALS & HYDRO POWER LTD. has exceeded its net worth, as TECIL CHEMICALS & HYDRO POWER LTD. has substantial investment in immovable properties.
- 15 For the Assessment year 2003-04 the Income - Tax Department has raised a demand of Rs. 31,77,291/- on completion of assessment for the said year. As per the I T A T Order dated 14th June, 2013, The above case is pending before CIT(Appeal). Also an appeal has been filed by the Company for penalty of Rs. 60,47,659/- imposed by the Department for the same year which is pending before the said Authority, for which no provision has been made in the account.
- 16 Assessments Under the Bombay Sales Tax Act, 1959 and Central Sales Tax Act, 1956 have been completed up to 2001-02 and additional demand and penalty amounting to Rs.18,05,093/- has been raised by the Department, against which the Company has filed appeals, and the necessary stay has been obtained by the Company. Hence, no provision required to be made in the accounts.
- 17 The Company has received Notice from Sale Tax Department for payment of BST Rs. 9,57,787/- and CST Rs. 1,99,542/- for Financial Year 1989-1990 and 1990-1991. No provision in the accounts has been made for the above as Company is in process of filling an appeal against the order in Hon'ble High Court.
- 18 Non-current Liabilities include deferred interest free Sales Tax from SICOM Rs. 11,96,976/- and have since become overdue. The Company has not provided any interest on this amount due to continuous losses.
- 19 Earning Per Shares (EPS) computed in accordance with Accounting Standard 20:

	Particulars	Year ended 31.03.2014	Year ended 31.03.2013
A	(Loss)/Profit After Tax as per Accounts	24,11,814	14,32,354
B	Number of Shares	15,00,000	15,00,000
C	Basic & Diluted EPS	1.61	0.95
D	Nominal Value of Equity Shares	Rs.10/-	Rs.10/-

20 RELATED PARTY DISCLOSURE :**A) List of Related Parties.**

- a. Associates M/s Citric India Ltd.
- b. Enterprise owned or significantly influenced by key management personnel or their relatives.
- 1 M/s Citric India Ltd.
- 2 M/s Tecil Chemicals & Hydro Power Ltd.

Note: Related Party relationships have been identified by the management and relied upon by the auditors.

B. Loan given and repayment thereof :

Group Companies	Opening Bal (Rs.)	Loan Given	Loan Taken	Repayment	Closing Balance
Tecil Chemicals & HP Ltd.	-	20,78,338	-	20,78,338	-
Citric India Ltd.	-	-	21,00,000	21,00,000	-
Total	-	20,78,338	21,00,000	41,78,338	-

- 21 In view of discontinuance of manufacturing operations and uncertainty in set off of carried forward losses against future profits, the Company has not recognised the deferred tax assets and liabilities as per Accounting Standard AS-22 issued by the Institute of Chartered Accountants of India.
- 22 Previous year's figures have been regrouped wherever necessary.

**FOR BATLIBOI & PUROHIT,
CHARTERED ACCOUNTANTS
FIRM REG. NO. 101048W**

FOR & ON BEHALF OF BOARD OF DIRECTORS

**Sd/-
Paresh Chokshi
Partner (Membership No.33597)**

**Sd/-
G. K. JOSHI
DIRECTOR**

**Sd/-
ASHOK SOMANI
DIRECTOR**

Place : Mumbai
Date : 23rd May, 2014

ATTENDANCE SLIP**CHEMO PHARMA LABORATORIES LTD.**

CIN No.: L99999MH1942PLC003556

Regd. Office: 5, KUMUD APARTMENT CHS.LTD.,KARNIK ROAD,CHIKAN GHAR,KALYAN,DIST.THANE – 421 301

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **72ND ANNUAL GENERAL MEETING** of the Company held on Thursday, August 28, 2014 at 4:00 p.m. at 5,Kumud CHS.LTD, Karnik Road, Chikan Ghar, Kalyan, Dist. Thane – 421 301

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy

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PROXY FORM

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

CHEMO PHARMA LABORATORIES LTD.

CIN No.: L99999MH1942PLC003556

Regd. Office: 5 ,KUMUD APARTMENT CHS.LTD.,KARNIK ROAD,CHIKAN GHAR,KALYAN,DIST.THANE – 421 301

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

I/We, being the member(s) of		shares of Chemo Pharma Laboratories Ltd., hereby appoint:	
1)		of	
		having e-mail id	
			or failing him
2)		of	
		having e-mail id	
			or failing him
3)		of	
		having e-mail id	

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **72nd Annual General Meeting** of the Company, to be held on Thursday, August 28, 2014 at 4:00 p.m. at 5,Kumud CHS.LTD, Karnik Road, Chikan Ghar, Kalyan, Dist. Thane – 421 301 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consider and adopt:		
a) Audited Financial Statement, Reports of the Board of Directors and Auditors		
b) Audited Consolidated Financial Statement		
2. Re-appointment of Shri Ashok Somani who retires by rotation		
3. Appointment of Auditors and fixing their remuneration		
4. Appointment of Shri A. K. Joshi as Director		
5. Appointment of Shri G. K. Joshi as an Independent Director		
7. Appointment of Shri B. K. Lohia as an Independent Director		

* Applicable for investors holding shares in electronic form.

Signed this day of 2014

Signature of shareholder

Affix
Re.1.00
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

P.T.O.

Notes:

- (1) 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.**
- (2) A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ****(4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

If Undelivered, please return to :

CHEMO PHARMA LABORATORIES LTD.

Empire House, 214, Dr. D. N. Road,
Fort, Mumbai - 400 001.