

MADHUVVEER COM 18 NETWORK LIMITED

Reg. Office.: Office No # 812, Anand Mangal – III, Opposite Core house, Near Hirabag,
Near Rajnagar Club, Ambavadi, Ahmedabad-06 | Phone -(079)65221129
Email: tohealpharmachem@gmail.com, CIN: L93000GJ1995PLC026244,
Website: www.tohealpharmachem.com

22nd December, 2020

To,
The Department of Corporate Services
BSE Limited
Ground Floor, P. J. Tower
Dalal Street,
Mumbai – 400 001

Scrip Code: 531910

Dear Sir/Madam,

Sub: Notice of Annual General Meeting (AGM) of the Company

This is with reference to the above mentioned subject and in terms of applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are enclosing herewith a copy of notice of **Annual General Meeting** of the Company scheduled to be held on Tuesday, 29th December, 2020 at 11.00 A.M. at the registered office of the Company and also through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"). Kindly take the same on your records and acknowledge the receipt thereof.
Thanking You,

For Madhuveer Com 18 Network Limited



Divya Rathi
Company Secretary
& Compliance officer

Encl.: As Above

MADHUVVEER COM 18 NETWORK LIMITED

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of Madhuveer Com 18 Network Limited will be held on 29th December, 2020 at 11:00 a.m. at the registered office of the Company situated at Office no. 812, Anand Mangal- 3, Opp Core house, Nr. Hirabag, Nr. Rajnagar Club, Ambavadi, Ahmedabad- 380006 and also through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2020, Audited Profit and Loss Account for the year ended on 31st March, 2020, Director's Report and the Auditor's report thereon.
2. To appoint Director in place of Ms. Manorama Shah (DIN: 07108562) who retires by rotation and being eligible offers herself for reappointment.

SPECIAL BUSINESS:

3.To Regularize the Appointment of Mr. Dipankar Bhuvneshwar Mahto (DIN: 08730286) as a Non-Executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, 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 pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Dipankar Bhuvneshwar Mahto (DIN: 08730286), who was appointed as an Additional Independent Director of the Company with effect from 21st March, 2020 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years upto the conclusion AGM which will be held in the year 2025."

"RESOLVED FURTHER THAT any Director of the company be and is hereby authorised to file the necessary form and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

4 To Regularize the Appointment of Mr. Jitendra Somchand Shah (DIN: 01609325) Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, 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 pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Jitendra Somchand Shah (DIN: 01609325), who was appointed as an Additional Non-Executive Director of the Company with effect from 21st March, 2020 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years upto the conclusion AGM which will be held in the year 2025.”

“RESOLVED FURTHER THAT any Director of the company be and is hereby authorised to file the necessary form and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

5. Re-appointment of Mrs. Manorama Jitendra Shah (DIN: 07108562), as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Ms. Manorama Jitendra Shah (DIN: 07108562), a non-executive Director of the Company, who has submitted declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 25th September, 2020 to 24th September, 2025 .”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

6. To Regularize the Appointment of Mr. Punit Bhavsar as Executive Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 152 , 161 and other applicable provisions, if any, 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 pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Punit Bhavsar, who was appointed as an Additional Executive Director of the Company with effect from 28th November, 2020 under Section 161 of the Act, be and is hereby appointed as a Executive Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

7. To Regularize appointment of Mr. Kalpan Sheth as Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under and with the consent of the members at the general meeting, Mr. Kalpan Sheth who was appointed as an Additional Director in the meeting of the Board of Directors held on November 28th, 2020 and in respect of whom the Company has received a notice in writing proposing his candidature, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.

RESOLVED FURTHER THAT none of the Directors, Key Managerial Personnel and their relatives are interested in the aforesaid resolution.”

8. To Appoint Mr. Kalpan Sheth as Managing Director and Chairperson of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in accordance with Schedule V of the Companies Act, 2013 & all other applicable provisions and pursuant to the recommendation of Nomination and Remuneration Committee, the approval of the members be and is hereby accorded to appoint Mr. Kalpan Sheth as Managing Director and Chairperson of the Company for a term of 5 years with effect from 29th December, 2020 to 28th December, 2025, as per the terms of appointment placed before the meeting.

“RESOLVED FURTHER THAT the Managing Director shall be responsible for the overall supervision of the company’s operations, day-today administration, appointment and termination of employees, operating of the company’s bank accounts with power to sign cheques, promissory notes, bills of exchange, etc. and for regular reporting of the company’s activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors.”

“RESOLVED FURTHER THAT Mr. Kalpan Sheth, appointed as Managing Director of the company on such terms and at remuneration detailed herein, which is within the limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and the said remuneration was based on the recommendations of the Remuneration Committee.”

Tenure

The appointment of Mr. Kalpan Sheth as the Managing Director shall be valid for a period of Five years from 29/12/2020 to 28/12/2025.

Remuneration:

Salary: NIL with authority to the Board of Directors of the Company to grant such increments as it may determine from time to time.

**By Order of the Board of Directors
For Madhuveer Com 18 Network Limited**

**Place: Ahmedabad
Date: 28/11/2020**

**Sd/-
(Divya Rathi)
Company Secretary**

NOTES:

1. The Company's Statutory Auditors, M/s P. Dalal & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members held on September 30, 2016 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on September 30, 2016. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. In view of the continuing Covid-19 pandemic in the country, social distancing norms to be followed and continuing restriction on movement of persons at several places, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), directed that companies shall hold the Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, Annual General Meeting of the members of the Company (AGM) will be held at the registered office of the company and also through VC/OAVM (hereinafter referred to as "AGM").
3. Further, in compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members whose mail id is not registered with depository participant or Company are requested to register their mail id. Members may note that the Notice and Annual Report 2019-20 will also be available on the company's website www.tohealpharmachem.com, websites of the Stock Exchanges i.e., BSE Limited www.bseindia.com, and also on the website of CDSL www.evotingindia.com.

4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
5. The Share Transfer Books & the Register of Members shall remain closed from Wednesday, 23rd December, 2020 to Tuesday, 29th December, 2020(Both days inclusive).
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to tohealpharmachem@gmail.com.

7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through physically and VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. However, the Body Corporate is entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
8. Members holding shares in physical mode desirous of making nomination are advised to submit Nomination Form (SH-13) to RTA or to the Company in respect of their shareholding in the Company and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act
9. Pursuant Regulation 40 of SEBI Listing Regulations, as amended securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are requested to send correspondence concerning shares related matter to Company’s Registrars Cameo Corporate Services Limited, Chennai.

10. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through physically and VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email from its registered email address to roopalcs2001p@gmail.com. with a copy marked to tohealpharmachem@gmail.com.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company's RTA- Cameo Corporate Services Ltd, 1, Subramanian Building, Club House Road, Anna Salai, Chennai, Tamil Nadu-600002 (Tel no. 044- 28460390) ([email id: cameo@cameoindia.com](mailto:cameo@cameoindia.com)) in case the shares are held by them in physical form.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.
13. Members desiring any information with regard to the annual accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 25th December, 2020 through email on tohealpharmachem@gmail.com.
14. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
15. The Route Map is annexed in this Notice.

Instructions for remote e-voting

- a) The ID and password will be send through mail to members of the Company for remote e-voting.
- b) Instruction of e -voting are as follows.
 - (i) The voting period begins on 26th December, 2020 at 09:00 A.M. and ends on 28th December, 2020 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the
	Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e- voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Madhuveer Com 18 Network Limited on which you choose to vote.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m- Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com

- A. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd December, 2020.

- B. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- C. Ms. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- E. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent through e-mail in writing to Mrs. Rupal Patel, Scrutinizer, E-mail: roopalcs2001p@gmail.com so as to reach her on or before 28th December, 2020 by 5.00 p.m. Any email received after the said date and time shall be treated as if the reply from the Members has not been received.
- F. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- G. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tohealpharmachem.com within 48 (Forty Eight) hours of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

Instructions for attending Annual General Meeting virtually

In light of the current Covid-19 situation, the AGM will be held by also through electronic means. Those Members who are not be able to attend the AGM in person, they can attend the AGM through Zoom application which can be downloaded and followed as under:

1. Open your computer's internet browser and navigate to the Zoom website at Zoom.us. Or go to google play store/Apple store and download zoom application to your mobile.

2. Scroll down to the bottom of the page and click "Download" in the web page's footer. Click "Download" at the bottom of the page.

3. Click "Download" under "Zoom Client for Meetings."

4. The Zoom app will then begin downloading. You should then click on the .exe file to begin the installation process.

5. Once installed, you will need to log into your Zoom account with Login ID / password, Login Id will be send separately.

In case of any technical issues, clarifications, members can call the Company at 98250 18495

: Important:-

*Before login to Zoom Application, email id registration of shareholder is compulsory to attend the AGM.

**If you have any query/suggestions then click on Raise Hand Button then after admin will un-mute you.

**Always start your Video, without video you will not liable to attend the AGM.

***To Start Audio, Below Instructions are to be followed from your side:-

Click on > Setting Button > Meeting > Auto-Connect to Audio > Call over Internet.

**By Order of the Board of Directors
For Madhuv eer Com 18 Network Limited**

Place: Ahmedabad

Date: 28/11/2020

**Sd/-
(Divya Rathi)
Company Secretary**

Annexure to Notice

Notes on directors seeking appointment/re-appointment as required under SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 entered into with Stock Exchanges:

Item No. 2

Name	Ms. Manorama Shah
Date of birth	15/01/1952
Director of the Company since	19/08/1999
Directorship in other public limited companies	Nil
Membership of Committees of other public limited companies	Nil
No. of Shares held in the Company	Nil

Item No. 3

To Regularize the Appointment of Mr. Dipankar Bhuvneshwar Mahto (DIN: 08730286) as a Non-Executive Independent Director of the Company:

Mr. Dipankar Bhuvneshwar Mahto (DIN: 08730286) was appointed as an additional director in the capacity of independent director of the company with effect from 21/03/2020, pursuant to provision of Section 161 read with section 149 of the Companies Act, 2013.

Mr. Dipankar Bhuvneshwar Mahto, Additional Independent Director of the Company, has given a declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Dipankar Bhuvneshwar Mahto fulfilled the conditions specified in the Act and the Rules framed there under for his appointment as an Independent Director and he is independent of the management.

Mr. Dipankar Bhuvneshwar Mahto is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director.

In compliance with the provisions of Section 161 and Section 149 read with Schedule IV of the Act, the Regularization of Mr. Dipankar Bhuvneshwar Mahto as an Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be opened for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Mr. Dipankar Bhuvneshwar Mahto is deemed to be interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment.

The Board recommends the said resolutions for your approval.

None of the other Directors or any relative of the Directors of the Company or any Key Managerial Personnel or any relatives of Key Managerial Personnel are interested in the said resolution except Mr. Dipankar Bhuvneshwar Mahto.

Profile of the Director:

Name	Mr. Dipankar Bhuvneshwar Mahto
Date of birth	04/05/1992
Director of the Company since	21/03/2020
Directorship in other public limited companies	1
Membership of Committees of other public limited companies	3
No. of Shares held in the Company	Nil

Item No. 4

To Regularize the Appointment of Mr. Jitendra Somchand Shah (DIN: 01609325) as a Non-Executive Independent Director of the Company:

Mr. Jitendra Somchand Shah (DIN: 01609325) was appointed as an additional director in the capacity of Non-Executive director of the company with effect from 21/03/2020, pursuant to provision of Section 161 read with section 149 of the Companies Act, 2013.

Mr. Jitendra Somchand Shah, Additional Non-Executive Director of the Company is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

In the opinion of the Board, Mr. Jitendra Somchand Shah fulfilled the conditions specified in the Act and the Rules framed there under for his appointment as Non- Executive Director.

In compliance with the provisions of Section 161 and Section 149 read with Schedule IV of the Act, the Regularization of Mr. Jitendra Somchand Shah as Non-executive Director is now being placed before the members for their approval.

Brief resume and other details of the Non-executive Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Mr. Jitendra Somchand Shah is deemed to be interested in the resolution set out at Item No. 2, 4 & 5 of the Notice with regard to his appointment.

The Board recommends the said resolutions for your approval.

None of the other Directors or any relative of the Directors of the Company or any Key Managerial Personnel or any relatives of Key Managerial Personnel are interested in the said resolution except Mr. Jitendra Somchand Shah.

Profile of the Director:

Name	Mr. Jitendra Somchand Shah
Date of birth	22/09/1950
Director of the Company since	21/03/2020
Directorship in other public limited companies	NIL
Membership of Committees of other public limited companies	NIL
No. of Shares held in the Company	NIL

Item No. 5

Re-appointment of Ms. Manorama Jitendra Shah (DIN: 07108562) as an Independent Director of the Company:

Ms. Manorama Jitendra Shah (DIN: 07108562) was appointed as an Independent director of the company for term of 5 years with effect from 25/09/2015 to 24/09/2020, pursuant to provision of Section 161 read with section 149 of the Companies Act, 2013.

Ms. Manorama Jitendra Shah, Director of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act, in the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment/re-appointment as Independent Directors and they are independent of the management.

Ms. Manorama Jitendra Shah is not disqualified from being re-appointed as Directors in terms of Section 164 of the Act and has given their consent to act and have given their consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of the director an Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Directors whose appointment is proposed are provided in the annexure to the Explanatory statement attached herewith.

Ms. Manorama Jitendra Shah to be interested in the resolutions set out respectively at Item No. 2, 4 & 5 of the Notice with regard to their respective appointments.

The Board recommends the said resolutions for your approval.

None of the other Directors or any relative of the Directors of the Company or any Key Managerial Personnel or any relatives of Key Managerial Personnel are interested in the said resolution except Mr. Jitendra Somchand Shah & Ms. Manorama Jitendra Shah.

Profile of the Director:

Name	Ms. Manorama Jitendra Shah
Date of birth	15/01/1952
Director of the Company since	19/08/1999
Directorship in other public limited companies	NIL
Membership of Committees of other public limited companies	NIL
No. of Shares held in the Company	NIL

Item No. 6

To Regularize the Appointment of Mr. Punit Bhavsar as Executive Director of the Company:

Mr. Punit Bhavsar appointed as Additional Director under section 161 of the Companies Act, 2013 with effect from 28th November, 2020 who hold the office up to the date of Annual General Meeting of the Company. However, in order to regularize his appointment as a Director the approval of the members of the Company are sought to be required.

In compliance with the provisions of Section 161 and Section 149 of the Act, the Regularization of Mr. Punit Bhavsar as executive Director is now being placed before the members for their approval.

Brief resume and other details of the Executive Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Mr. Punit Bhavsar is deemed to be interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment.

The Board recommends the said resolutions for your approval.

None of the other Directors or any relative of the Directors of the Company or any Key Managerial Personnel or any relatives of Key Managerial Personnel are interested in the said resolution except Mr. Punit Bhavsar.

Profile of the Director:

Name	Mr. Punit Bhavsar
Date of birth	17/12/1984
Director of the Company since	28/11/2020
Directorship in other public limited companies	NIL
Membership of Committees of other public limited companies	NIL
No. of Shares held in the Company	NIL

Item No. 7 & 8

The Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee, in their meeting held on November 28, 2020 appointed Mr. Kalpan Sheth as Additional Director and further appointed him as Managing Director and Chairperson of the Company with effect from the said date for a term of 5 years, which is further subject to requisite approval from the shareholders in accordance with the applicable provisions of the Companies Act, 2013.

Mr. Kalpan Sheth holds a B.Com degree. He is having the vast experience in the field of Marketing and Branding.

Taking into consideration his profile and in view of the increased responsibility, the Board proposed the appointment of Mr. Kalpan Sheth as Managing Director and Chairperson of the Company subject to requisite approvals.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of appointment and remuneration as set out in as under are now being placed before the members for their approval by way of Special Resolution.

Accordingly, Item No. 7 is recommended for your approval as Special Resolution and Item No. 8 is recommended for your approval as Special Resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Tenure

The appointment of Mr. Kalpan Sheth as the Managing Director shall be valid for a period of 5 year from 29th December, 2020 to 28th December, 2025.

Terms of Appointment Salary:

Nil with authority to the Board of Directors of the Company to grant such increments as it may determine from time to time.

**Brief Profile of Mr. kalpan Sheth, Director seeking appointment at the Annual General Meeting
of the Company**

Name	:	kalpan Sheth
Nationality	:	Indian
Age	:	23 Years
Directorship in other Public Limited Companies	:	Nil
Membership of Committees of other Public Limited Companies	:	Nil
Director of Company since	:	28/11/2020
No. of Shares Held	:	Nil
Qualification	:	B.Com
Experience	:	Mr. kalpan Sheth is having the vast experience in the field of Marketing & Branding for more than 03 Years.
Relationship with other Directors and Key Managerial Personnel of the Company inter-se	:	Nil
No. of Shares held by Director	:	Nil

**By order of the Board of Directors
Madhuveer Com 18 Network limited**

**Place: Ahmedabad
Date: 28/11/2020**

**Sd/-
(Divya Rathi)
Company Secretary**

MADHUVVEER COM 18 NETWORK LIMITED,

Office No # 812, Anand Mangal - III, Opposite Core house, Near Hirabag,
Near Rajnagar Club, Ambavadi, Ahmedabad-06

Phone :+91- 9773151363

CIN : L93000GJ1995PLC026244

Email : tohealpharmachem@gmail.com

Website : www.tohealpharmachem.com

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.

MADHUVVEER COM 18 NETWORK LIMITED

Reg. Office.: Office No # 812, Anand Mangal - III, Opposite Core house, Near Hirabag,
Near Rajnagar Club, Ambavadi, Ahmedabad-06 | Phone -(079)65221129
Email: tohealpharmachem@gmail.com, CIN: L93000GJ1995PLC026244,
Website: www.tohealpharmachem.com

ATTENDANCE SLIP ANNUAL GENERAL MEETING- 29thDecember, 2020 at 11:00 A.M.

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

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

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company being held on 29thDecember, 2020 at 11:00 A.M.at Office No # 812, Anand Mangal - III, Opposite Core house, Near Hirabag, Near Rajnagar Club, Ambavadi, Ahmedabad-06.

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

Signature

=====

Form No. SH-13

Nomination Form [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,

MADHUVVEER COM 18 NETWORK LIMITED,

Office No # 812, Anand Mangal - III, Opposite Core house, Near Hirabag,
Near Rajnagar Club, Ambavadi, Ahmedabad-06

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) Particulars of the securities (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No

(2) Particulars of nominee/s-

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) In case nominee is a minor-

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name:

Address:

Name of the Security Holder (s)

Signature Witness with name and address

ROUTE MAP FOR THE VENUE OF AGM

