

TRANS MEDICARE LIMITED



25TH
ANNUAL REPORT
2013-14

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COMPANY INFORMATION

BOARD OF DIRECTORS

1.	Mr. Ramesh Haridass	:	Chairman & Director
2.	Mrs. Urvashi Ramesh	:	Vice Chairman
3.	Mr. Soma Sekhar Marthi	:	Independent Director
4.	Mr. Lakshmi Ram Lakhavathu	:	Independent Director
5.	Mr. Rajath Patankar	:	Independent Director

BANKERS

State Bank of India
Yellareddyguda Branch,
Hyderabad.

STATUTORY AUDITORS

M/s. B. Srinivasa Rao & Co,
Ameer Estate, Flat No. 103,
S.R. Nagar,
Hyderabad-500 038

REGISTRARS & TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
306, Right Wing, Amrutha Ville,
Opp.Yasodha Hospital,
Somajiguda, Raj Bhavan Road,
Hyderabad - 500 082.
Tel: 91-40-2337 4967 | 2337 0295
Fax: 91-40-2337 0295
E-mail: bsshyd@bigshareonline.com

PLANT LOCATION

Unit – I
Plot No.11/4, IDA, Nacharam
Hyderabad-500 076.

STATE CODE : BSE: 524484

ISIN: INE358P01012

CIN: L24230AP1989PLC009458

Registered Office:

**H.No.3-179/Nr, Plot No.179, Guttalabegampet-S1,
Phase II, Kavuri Hills, Madhapur,
Hyderabad-500081.**

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of **TRANS MEDICARE LIMITED** will be held on Tuesday, the 30th September 2014 at 2.00 P.M at its Registered Office situated at H.No.3-179/NR, Plot No.179, Guttalabegampet-S1, Phase-II, Kavuri Hills, Madhapur, Hyderabad – 500081, TG, to transact the following business.

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and Statement of Profit & Loss for the year ended on that date together with Notes thereto and the Reports of Board of Directors' and Auditors' thereon.
2. To appoint a director in the place of Mrs. Urvashi Ramesh, who retires by rotation, and being eligible, offers herself for re-appointment.
3. To appoint M/s. B.Srinivasa Rao & Co. Chartered Accountants as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications(s), the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. B.Srinivasa Rao & Co. Chartered Accountants, (Firm Reg. No. 008763S) be and is hereby re- appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Twenty Eight AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), on such remuneration as shall be fixed by the Board of Directors.

Special Business

4. Appointment of Mr. Soma Sekhar Marthi, as an Independent Director of the Company

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 other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Soma Sekhar Marthi (DIN No.01639585), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2015.”

5. Appointment of Mr.Lakshmi Ram Lakhavathu, as an Independent Director of the Company

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 other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Lakhavathu Lakshmi Ram (DIN No.03614086), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2015.”

6. Appointment of Mr. Rajath Patankar, as an Independent Director of the Company

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 other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Rajath Patankar (DIN No.02730988), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2015.”

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4,5 and 6 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item No. 2, 4, 5 and 6 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy or proxies, to attend and vote on poll, instead of himself and the proxy need not be a member of the company.** The instrument appointing proxy should, however, be deposited at the registered office of the Company not later than 48 hours before the scheduled commencement of the meeting.
3. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from 27th September, 2014 to 30th September, 2014 (both days inclusive).

Members are requested to intimate immediately any change in their address to the Share Transfer Agents Address: M/s. Bigshare Services Private Limited, Flat No. 306, Right wing, Amrutha Ville, Opp Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad-500082, Tel: 91-40-23374967/ 23370295 Fax: 91-40-23370295 and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.

5. Members / Proxies are requested to bring the Attendance slip duly filled in.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
7. We wish to inform you that our Company shares have been admitted in Central Depository Services India Ltd (CDSL) for the purpose of holding and trading of the shares in electronic mode. The ISIN allotted to M/s. Trans Medicare Limited is INE358P01012. Members who are holding shares in physical form are advised in their own interest to immediately apply for Dematerialization of their shares to hold the same in an electronic form, In order to dematerialize your shares and convert them into the electronic form, you are requested to open a Beneficiary Account with a Depository Participant (DP) and submit a dematerialization request along with the original share certificate(s) to a DP with whom you open a Beneficiary Account. The DP in turn will send your share certificate(s) to M/s. Bigshare Services Private Limited, Flat No. 306, Right wing, Amrutha Ville, Opp Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad-500082, Tel: 91-40-23374967/ 23370295 Fax: 91-40-23370295 for dematerialization of shares. Thereafter, you will receive a confirmation from the DP that the shares have been dematerialized and held in the electronic form, subject to meeting the entire statutory requirement for conversion from physical mode to the electronic mode.
8. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

To support the "Green Initiative" the Members who have not registered their email addresses are requested to register the same with Company's Registrar and Transfer Agent as per the details given hereunder.

For further clarification, if any, please feel free to write to our Registrar & Share Transfer Agent at the following address:

BIGSHARE SERVICES PVT. LTD.
306, Right Wing, Amrutha Ville,
Opp.Yasodha Hospital,
Somajiguda, Raj Bhavan Road,
Hyderabad - 500 082.
Tel: 91-40-2337 4967 | 2337 0295
Fax: 91-40-2337 0295
E-mail: bsshyd@bigshareonline.com

9. 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 details to the Company / Bigshare Services Pvt Ltd.

10. In Compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. It may be noted that this e-voting facility is optional.

EVSN	Start Date	End Date
140910033	24th september, 2014 (9.00 A.M)	26th september, 2014 (600 PM)

Instruction for E-Voting :

A. In case of members receiving email:

i. Log on to the e-voting website www.evotingindia.com

ii. Click on 'Shareholders' tab

iii. Now, Select the 'Company Name' from the drop down menu and click on 'SUBMIT'

iv. Now Enter your ID

a. For CDSL:16 digits beneficiary ID

b. 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.

i. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 member id / folio number in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company election 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 the relevant < TRANS MEDICARE 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 'RESOLUTION FILE LINK' if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK' else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on 'Click here to print' option on the voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- * Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> 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.

B. In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote

C. Other Instructions:

- i. The e-voting period commences on Wednesday, September 24, 2014 (9.00 a.m. IST) and ends on Friday, September 26, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 29th August, 2014.
- iii. Mr. Tummuluru Krishna Murty Practicing Company Secretary (FCS - 142,CP-1293), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Tummuluru Krishna Murty Practicing Company Secretary (FCS - 142,CP-1293), at the Registered Office of the Company not later than Saturday, 27th September, 2014 (6.00 p.m. IST).
- vi. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to info@transmedicare.co.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Saturday, 27th September, 2014 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

vii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.transmedicare.co.in and on the website of CDSL www.evotingindia.com within two days of the passing of the resolutions at the 25th AGM of the Company on 30th September, 2014 and communicated to the BSE Limited , where the shares of the Company are listed.

For and on behalf of the Board
M/s. Trans Medicare Limited

Sd/-

Haridass Ramesh
Chairman & Director

Date:05.09.2014

Place: Hyderabad

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 5 & 6 of the accompanying Notice:

Item No. 4, 5 & 6:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchange, appointed Mr. Soma Sekhar Marthi, Mr. L Lakshmi Ram and Mr. Rajath Patankar, as Independent Directors in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Except Mr. Soma Sekhar Marthi, Mr. L Lakshmi Ram and Mr. Rajath Patankar, who are interested to the extent of their appointment, none of the Directors and key managerial personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 4, 5 & 6 of the Notice.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting :

Particulars	Mrs. Urvashi Ramesh	Mr. Soma Sekhar Marthi	Mr. Lakshmi Ram Lakavathu	Mr. Rajath Patankar
Date of birth	26.01.1970	15.09.1956	15.08.1949	25.06.1961
Date of Appointment	06.10.2006	01.12.2012	17.08.2011	18.12.1998
Qualifications	B.A	CS	Graduation	Graduation
Expertise in specific functional areas	15 years of Experience as Executive Director	Two and half Decades of Experience in Handling Corporate laws, finance, mergers, acquisitions, and administrative matters.	Three decades of experience in dealing with Central Excise and Customs	Two decades of experience in the areas of Shipping, and Customs House Agent
Directorships held in other companies (excluding foreign companies)	11	5	1	Nil
Number of shares held in the company	1,47,900	0	0	0

DIRECTOR'S REPORT

Dear Shareholders,

Your directors are pleased to present your company's 25th Annual Report for the Financial Year 2013-14 together with Audited Balance Sheet as at 31st March, 2014 and Profit & Loss for the year ended on that date.

FINANCIAL HIGHLIGHTS 2013-14

The Company could not recommence its operations due to lack of financial resources. However your Directors are exploring other possibilities of reviving the company.

DIVIDEND

The Board of Directors are unable to declare any dividend, since there are no profits for the Company.

DEPOSITS

The Company has not accepted any Deposits from the Public during the year pursuant to Section 58A of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

1. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed and that there are no material departures from the same.
2. Directors have selected the appropriate Accounting Policies and applied consistently and have 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 as at 31st March 2014, and of the profit of the Company for that period.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Annual Accounts have been prepared on a going concern basis.

THE BOARD OF DIRECTORS

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered into with Stock Exchange, appointed Mr. Soma Sekhar Marthi, Mr. Lakshmi Ram Lakhavathu and Mr. Rajath Patankar, as Independent Directors of the Company.

As per section 149(4) of the Companies Act, 2013 (Act), which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors. In accordance with the provisions of section 149 of the Act, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

Ms. Urvashi Ramesh is retiring by rotation at the AGM and is offering herself for re-appointment. The Brief profile of the directors(s) seeking appointment /re-appointment at the ensuing Annual General Meeting are presented in the Annual Report.

AUDITORS

In terms of the sub-section (2) of section 139 of the Companies Act, 2013 (effective from 01-04-2014) no Listed company shall appoint or re-appoint an Auditing Firm as the Auditor for more than two terms of five consecutive years. Provided that the firm is eligible to be appointed or re-appointed in the same company after five years from the completion of existing term. In pursuance of the above, every listed company shall comply with this requirement within a transitional period of three years from the date of Commencement of the Act i.e. 1st April, 2014.

M/s. B Srinivasa Rao & Co, the existing Auditors, have been appointed in the Year 2010-11, as the Statutory Auditors of the Company for auditing the annual financial statements of the company from the financial year 2010-11 . The company would like to comply with this new provision within said transitional period of three years. In the meantime, the company proposes to re-appoint M/s. B Srinivasa Rao & Co., as Statutory Auditors for the financial year 2014-15.

MANAGEMENT DISCUSSION & ANALYSIS

Pursuant to the provision of clause 49 of the listing agreement, a report on Management Discussion & Analysis is enclosed as Annexure 1 to this report.

CORPORATE GOVERNANCE

As per clause 49 of the listing agreement with the stock exchanges, a separate report on Corporate Governance is enclosed as Annexure 2 forming part of the Annual Report

A certificate from a firm of Chartered Accountant in whole time practice confirming compliance with the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement is annexed to this report as Annexure 4.

CMD's DECLARATION

Pursuant to the provision of clause 49(I)(D)(ii) of the Listing Agreement, a declaration by the Chairman & Director of the company declaring that all the members of the Board and the senior Management personnel of the company have affirmed compliance with the code of conduct of the company, is enclosed as Annexure 3 of this report.

INDUSTRIAL RELATIONS

Your company enjoys cordial employee relations, marked by empowerment and delegation.

ADDITIONAL INFORMATION

Information pursuant to Section 217(e) & (2A) of the Companies Act, 1956 read with companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is given below.

- A. Conservation-of Energy the Operations of the Company are not energy intensive. However, adequate measures have been taken to conserve and reduce the energy consumption by using energy efficient hardware and other equipment. Air conditioners are used only when required and air-conditioned areas have been treated with heat resistant material like sun control film to reduce heat absorption. We believe that energy saved is energy produced.
- B. Research & Development and Technology Absorption:
- C. Foreign Exchange Earnings and Outgo:
- D. Particulars of Employees/Personal: "No Employee of the company was in receipt of remuneration during the financial year 2013-14 in excess of the sum prescribed under section 217(2A) of the companies Act, 1956 read with the companies (Particulars of Employees) Rule, 1975."

ACKNOWLEDGEMENTS

Your Directors gratefully acknowledge the unstinted support extended by the esteemed Customers, Bankers and Institutions.

Your Directors also are pleased to record their appreciation for the services rendered by the employees at all levels in bringing about a better performance.

Your directors express thanks to the Company's Shareholders, and the Investors for their sustained confidence in the Management of the Company.

For and on behalf of the Board
M/s. Trans Medicare Limited

Date:05.09.2014
Place: Hyderabad

Sd/-
Haridass Ramesh
Chairman & Director
DIN: 00107388

Sd/-
Urvashi Ramesh
Director
DIN: 02458629

Annexure: 1

MANAGEMENT'S DISCUSSION & ANALYSIS

Management Discussion and Analysis has been included in adherence to the spirit enunciated in the code of corporate governance approved by the Securities Exchange Board of India (SEBI)

Management herein presents the industry overview, opportunities and threats, initiatives by the company and its overall strategy and outlook for the future.

BUSINESS OUTLOOK

Your directors are planning a Scheme of Arrangement for Re-organisation and Restructuring of the capital of the Company and also amalgamation of M/s. Nandini Industries India Private Limited with the company. The company is in process of taking further steps in this regard.

Your Directors are confident that with the Scheme of Arrangement the company would come back on to its rails and would pave the way for upward growth.

INDUSTRIAL OVERVIEW

The Indian Pharmaceutical Industry has gained recognition in the global market. India is one of the largest suppliers of Generic Products in the world. The Indian Pharmaceutical manufacturers continue to attract global attention due to its proficient R&D personnel, Contract Manufacturing and Clinical trial facilities.

INTERNAL CONTROLS

The Company has adequate internal control mechanism at all levels of the organisation aimed at promoting. The Company also maintains suitable monitoring procedures in various functional areas.

HUMAN RESOURCES

Your company has added several highly qualified professionals who have worked in prestigious organisation around the world. The Board conveys its sincere appreciation for the excellent efforts put in by the employees despite the challenges faced by the Company.

QUALITY

Your Company firmly believes that quality has to be present in every area of operation of the company. Various continuous quality improvement programmes are built into the annual business and operating plans to sustain inherent efficiency and competitiveness in value delivery to the stake holders and to the society at large.

CAUTIONARY STATEMENT

Statements in the "Management Discussion & Analysis" describing company's strategy, business and financial analysis are in the nature of judgements and forward looking statements. Actual results could differ materially from those expected or implied. Important factors that could make a difference to the company's operations include government regulations, patent laws, tax regime, economic and industrial developments within India and within the pharmaceutical industry / relevant segments in which company operates, financial situation of the company and other external and internal variables in the company's environment.

Annexure: 2

REPORT ON CORPORATE GOVERNANCE

(A) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

At Trans Medicare Ltd, corporate governance practices are based on the principles of integrity, transparency, fairness, independent monitoring and adequate disclosure of the state of affairs of the company. Adoption of such governance practise ensures accountability of the person in charge of the Company at the highest levels and benefits not just the investors, but also the Company's customers, creditors, employees and society at large. It is the Company's philosophy and strong belief that adhering to such high level of corporate governance practices go a long way in establishing the credibility of the Company and creates significant long term value for its stakeholders.

The company's activities are carried out in accordance with good corporate practices and the company is constantly striving to better them and adopt the best practices. It is firmly believed that good corporate governance practices would ensure efficient conduct of the affairs of the company and help the company, achieve its goal of maximising value for all its stakeholders. The Company maintains highest business ethics and complies with all statutory and regulatory requirements.

In India, Corporate Governance standards for listed companies are regulated by Securities and Exchange board of India through clause 49 of the listing agreement of the Stock Exchange. The Company is in compliance with all the requirements of the corporate governance code as enshrined in Clause 49 of the listing agreement. All the relevant standards have been fully adhered to.

(B) BOARD OF DIRECTORS

The company is managed by the Board of Directors, who formulates strategies, policies and reviews its performance periodically and manages the business of the company. The Board of Directors of the Company promotes the success of the company for the benefit of its members as a whole and a director regards in fulfilling the duty to promote success. The directors monitors the likely consequences of any decision in the long term in the interest of the company's employees, suppliers, customers, shareholders and other to foster the company's business relationships with them and impact of the company's operations on the community and the environment with the desirability of the company maintain a reputation for high standards of business conduct, and the need to act fairly as between members of a company.

Mr. Haridass Ramesh, Chairman and Ms. Urvashi Ramesh, Vice-Chairman of the Company, Executive Directors of the Company, are fully dedicated to ensure growth of the company.

COMPOSITION OF THE BOARD

The composition of the Board is in conformity with Clause 49 of the listing Agreement, as amended from time to time. The Executive Chairman of the Company is a promoter and the number of Non-Executive Independent Director is more than one-half of the total number of Directors.

Currently, the Company's Board comprises of five Directors. The Chairman is an Executive Director and is a professional Director in his individual capacity. There are three Independent, Non - Executive Directors and professionals, with expertise and experience in their individual allied fields.

Five (5) Board Meetings were held during the year 2013-14 i.e., from 1st April, 2013 to 31st March, 2014) 8th August 2013, 8th November 2013, 15th November, 2013, 15th December 2013 and 27th January 2014.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other companies are given herein below:

Name of the Director	Category	No of Meetings held during the last financial Year	Board Meeting attendance	AGM Attendance held on 12.09.2013	No. of other directorships in other Companies	No of Committee Positions Held
Mr. Haridass Ramesh	WTD	5	5	Yes	14	0
Mrs.Urvashi Ramesh	WTD	5	5	Yes	11	0
Mr. Rajath Patankar	NED-I	5	5	Yes	0	0
Mr. Lakshmi Ram Lakavathu	NED-I	5	4	Yes	0	0
Mr. Soma Sekhar Marthi	NED-I	5	5	Yes	6	1

Notes:

- i. The directorships held by the directors, as mentioned above do not include the directorships held in foreign companies and companies under Section-8 of the Companies Act, 2013.
- ii. The committees considered for the purpose are those prescribed under Clause 49(I)(C)(ii) of the Listing Agreement(s) viz. audit committee and shareholders/investors grievance committee of public limited companies and private limited companies which are public limited companies in terms of section 3(1)(iv)(c) of the Companies Act, 1956.
- iii. Except Mr. Haridass Ramesh and Ms. Urvashi Ramesh, who are relatives (Ms. Urvashi Ramesh is Wife of Mr. Haridass Ramesh) and promoter directors, none of the directors are relatives of any other director.

BOARD PROCEDURE

A detailed agenda folder is sent to each Director in advance of Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, The Managing Director appraises the Board at every meeting of the overall performance of the Company. A detailed functional report is also placed at Board Meetings.

The Board reviews strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any. The Board also reviews major legal issues, minutes of the Board Meetings of the Company's subsidiary companies, significant transactions and arrangements entered into by the subsidiary companies, adoption of financial results, transactions pertaining to purchase or disposal of properties, major accounting provisions and write-offs, corporate restructuring, minutes of meetings of the Audit and other Committees of the Board, and information on recruitment of officers just below the Board level, including the Company Secretary and the Compliance Officer.

PROMOTERS AND BOARD OF DIRECTORS PROFILE:

Mr. Haridass Ramesh is a Founder chairman of Trans Medicare Limited. He is an Engineering Graduate, holding a Master's Degree in Business Management and started his career in 1991-92 initially in the field of Shipping and over a period of time, diversified in to various activities viz, Manufacturing of Sodium Methoxide, Pharma Gelatin Manufacturing, Steel Billets Manufacturing, International Trade, Turn-key project exports / execution and infrastructure development and has set up Sodium Methoxide manufacturing facilities in Iran and Saudi Arabia and have successfully executed projects in Iran and Saudi Arabia.

Mrs. Urvashi Ramesh is a Graduate in B.A with more than 15 years of Experience in the Industry. She has started her career in 1997-98 in the field of Shipping Line and over a period of time, diversified into various activities of the Company.

Independent Board of Directors:

Mr. Soma Sekhar Marthi is a Practicing Company Secretary with varied experience in the areas of Corporate Laws, finance, mergers, acquisitions, and administrative matters. He has got more than two and a half decades of experience in corporate sector.

Mr. L Lakshmi Ram is an Ex- Central Government Employee and worked as Additional commissioner of Customs. He has more than three decades of experience in the field of Customs, Central excise and others. He has contributed enormously for the development of the Company.

Mr. Rajath Patankar, has started his career in 1992-93 and is associated with the company from two decades. His contribution to the Company is enormous in the field of Shipping line and over a period of time, it diversified into various activities.

CODE OF CONDUCT

The Company has established a Code of Conduct for its Board Members and Senior Management personnel. The Code of Conduct for the Board Members and Senior Management personnel is posted on the Company's Website www.transmedicare.co.in The Board Members and Senior Management personnel have complied with the same.

(C) AUDIT COMMITTEE

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956 and guidelines set out in the Listing Agreements with the Stock Exchanges. The role and terms of reference of the Audit Committee covers the matters specified for Audit Committee under Clause 49 of the Listing agreement. The Audit Committee comprises of the following members

- | | | | |
|----|-------------------------|---|----------|
| 1. | Mr. Rajath Patankar | : | Chairman |
| 2. | Mr. Soma Sekhar Marathi | : | Member |
| 3. | Mr. L Lakshmi Ram | : | Member |

The Statutory Auditors are also the invitee to the meetings. During the year under review (i.e., from 1st April, 2013 to 31st March, 2014), the Committee met Five (5) times on 8th August 2013, 8th November 2013, 15th November, 2013, 15th December 2013 and 27th January 2014.

All the Members of the Committee possess strong accounting and financial management knowledge. The terms of reference of this Committee are very wide. Besides having access to all the required information from within the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company. It is authorized to select and establish accounting policies, review reports of the Statutory Auditors and meet with them to discuss their findings, suggestions and other related matters. The Committee is empowered to inter alia review the remuneration payable to the Statutory Auditors and to recommend a change in Auditors, if felt necessary. It is also empowered to review Financial Statements and investments of unlisted subsidiary companies, Management Discussion & Analysis, material individual transactions with related parties not in normal course of business or which are not on an arm's length basis. Generally all items listed in Clause 49 II (D) of the Listing Agreement are covered in the terms of reference. The Audit Committee has been granted powers as prescribed under Clause 49 II (C). The Meetings of the Audit Committee are also attended by the Chairman & Director.

(D) REMUNERATION COMMITTEE

REMUNERATION POLICY

While deciding on the remuneration for Directors, the Board, and Remuneration Committee considers the performance of the Company, the current trends in industry, the qualification of the appointee(s), their experience, past performance and other relevant factors. The Board / Committee regularly keep track of the market trends in terms of compensation levels and practices in relevant industries through participation in structured surveys. This information is used to review the Company's remuneration policies.

During the year, 2013-14, the Company paid Sitting Fee of Rupees Fifteen thousand only to its Non-Executive Directors for attending meetings of the Board and meetings of Committees of the Board. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending meeting

COMPOSITION OF REMUNERATION COMMITTEE

The Company reconstituted the Remuneration Committee on 1st October 2010 consisting of the following Independent Non-Executive Directors:

- | | | | |
|----|----------------------------|---|----------|
| 1. | Mr. Rajath Patankar | : | Chairman |
| 2. | Mr. Soma Sekhar Marathi | : | Member |
| 3. | Mr. Lakshmi Ram Lakhavathu | : | Member |

(E) SHAREHOLDERS / INVESTORS GREIVANCE COMMITTE

TERMS OF REFERENCE

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with transfer of securities of the Company. The Committee also looks into redressal of shareholders' / investors 'complaints related to transfer of shares, non-receipt of Balance Sheet, non- receipt of declared dividend, etc. The Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

COMPOSITION, MEETINGS AND ATTENDANCE

In compliance with the Listing Agreement requirements and provisions of the Companies Act, 1956, the Company has constituted an Investor Grievance Committee consisting of majority of Non-Executive Independent Directors. Committee consists of three members comprising of:

Name	Designation & Category
Mr. Rajath Patankar	Independent Director - Chairman
Mr.Lakshmi Ram Lakhavatahu	Independent Director - Member

During the year, no complaint was received from the shareholder. As on 31st March, 2014, there are no pending grievances of the shareholder or investors.

(F) GENERAL BODY MEETINGS

The particulars of the Annual General Meetings of the Company for the last three financial years are as follows:

Financial Year	Location	Date of AGM	Time of AGM held
2013-13	Plot No. 11/4, IDA, Nacharam, Hyderabad - 500076	12th September, 2013	11.00 AM
2011-12		29th September, 2012	11.00 AM
2010-11		29th September, 2011	11.00 AM

(F) DISCLOSURES

Disclosures of transactions with Related Parties

There were no materially significant related party transactions made by the Company with its Promoters, Directors or relatives or the Management, etc., which have potential conflict with the interests of the Company at large. The Register of Contracts containing the transactions in which Directors are interested, if any, is placed before the Board at every Board Meeting for approval. Transactions with related parties are disclosed in Notes to the Accounts in the Annual Report.

Disclosure of Accounting Treatment in preparation of Financial Statements

The Company has followed the guidelines of Accounting Standards laid down by The Institute of Chartered Accountants of India (ICAI) and the Companies (Accounting Standards) Rules, 2006 in preparation of its financial statements.

Details of non-compliance with regard to Capital Market

There were no instances of non-compliances by the Company on any matter related to capital markets. The Company has complied with the requirements of listing agreement as well as the regulations and guidelines prescribed by the Securities and Exchange Board of India (SEBI). The Company has paid listing fees to the stock exchanges and annual custodial fees to the depositories for the financial year 2013-14 in terms of Clause 38 of listing agreement. There were no penalties imposed nor strictures passed on the Company by the Stock Exchange, SEBI or any other statutory authority on any matter related to capital markets, during last three years.

SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL.

A qualified practicing Company Secretary carried out quarterly Secretarial Audit to reconcile the total admitted capital with Central Depository Services (India) Limited and the total issued and listed capital. The audit confirmed that the total issued / paid up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of dematerialized shares held with CDSL.

MEANS OF COMMUNICATION

- a. The Trading Approval of Trans Medicare Limited was commenced from 21st March, 2014. Since then the Quarterly, Half yearly un-audited financial results are published in the website of the Company www.transmedicare.co.in and sent to stock exchanges.
- b. The Management Discussion & Analysis Report forms part of this Annual Report.

(G) GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

Day, date and time : Tuesday, 30th September, 2014 02.00 P.M
Venue : H.No.3-179/NR, Plot No.179, Guttalabegampet-S1,
Phase-II, Kavuri Hills, Madhapur, Hyderabad- 500081

Financial Calendar

1. First Quarter results : 25th July, 2014
2. Half yearly results : 31st October, 2014
3. Third Quarter results : 30th January, 2015 *
4. Last Quarter results /
Results for the year
Ending 31st March 2015 : 8th May, 2015*_{ii}

* Dates are tentative and subject to change

5. Book Closure Date : from 27th September, 2014 to 30th September, 2014
(Both days inclusive)
6. Listing of Equity shares on : Bombay Stock Exchange Limited (BSE)
Stock Exchanges and Stock : Scrip Id: **TRAMEDI**
Code : Stock Code: **524484**

Listing fees has been paid to Bombay Stock Exchange for the financial year 2013-14

7. Demat ISIN for NSDL & CDSL : **INE358P01012**
 - a. 12,09,311 Equity shares, representing 23.44% of the total Equity Capital are held in dematerialized form as on 29th August, 2014.
 - b. The company shares are regularly traded on the bombay stock exchange limited since the date of approval of trading. The 52 week high low (Adjusted) has been Rs.25.00 and Rs.7.00 respectively.

Registrar & Share Transfer Agent:

BIGSHARE SERVICES PVT. LTD.
306, Right Wing, Amrutha Ville,
Opp.Yasodha Hospital,
Somajiguda, Raj Bhavan Road,
Hyderabad - 500 082.
Tel: 91-40-2337 4967 | 2337 0295
Fax: 91-40-2337 0295
E-mail: bsshyd@bigshareonline.com

Share Transfer System:

Presently the share transfers which are received in physical form are processed by the Registrar and Share Transfer Agent and approved by the Compliance Officer and the share certificates are returned within 15 days from the date of lodgment, subject to the transfer instruments being valid and complete in all respects.

Shareholding Pattern of the Company as on March 31, 2014 was as follows:-

No. of Shares held	No. of Shares	% of Share Capital	No. of Shareholders	% of total number of hareholders
Upto 500	2656800	95.3266	14829	51.5008
501 - 1000	466100	3.6449	567	9.0351
1001 - 2000	168800	0.06878	107	3.2721
2001 - 3000	44700	0.1157	18	0.8665
3001 - 4000	18300	0.0321	5	0.3547
4001 - 5000	14600	0.0193	3	0.2830
5001 - 10000	81400	0.0579	9	1.5779
10001 & above	1708050	0.1157	18	33.1098
TOTAL	5158750	100.00	15556	100.00

Dematerialization of shares and liquidity

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of CDSL. As on March 31, 2014 0.11% of the shares are in the dematerialized form. Consequent to the Trading Approval of Company's equity shares at BSE there has been regular trading at BSE in the Company's scrip.

Dematerialization of shares and liquidity

The shares of the Company are in compulsory demat segment and are available for trading in the depository systems of CDSL. As on March 31, 2014 0.11% of the shares are in the dematerialized form. Consequent to the Trading Approval of Company's equity shares at BSE there has been regular trading at BSE in the Company's scrip.

For and on behalf of the Board of Directors

Sd/-

Place: Hyderabad
Dated: 05.09.2014

Mr. Haridass Ramesh
Chairman & Director
DIN: 00107388

Annexure - 3

CEO's Declaration

I, Haridass Ramesh, Chairman & Director do hereby declare that pursuant to the provisions of clause 49(I)(D)(ii) of listing Agreement, all the members of the Board and senior Management Personnel of the Company have furnished their affirmation with the Code of Conduct of the Company.

Sd/-

Place: Hyderabad
Dated: 05.09.2014

Mr. Haridass Ramesh
Chairman & Director
DIN: 00107388

Annexure - 4

Auditors' Certificate on Compliance of Conditions of Corporate Governance as Per Clause 49 of the Listing Agreement with the Stock Exchanges

To
The Members
Trans Medicare Limited
Hyderabad.

We have examined the compliance of conditions of Corporate Governance by **Trans Medicare Limited** for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of procedures and implementations thereof adopted by the company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause. 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 explanation given to us the representations made by the Directors and the Management, we certify that the Company has complied with conditions of Corporate Governance as stipulated in 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 B. Srinivas Rao & co.,
Chartered Accountants
ICAI Firm Registration No. 008763S**

Sd/-
**CH Anand
Partner
Membership No.: 222732**

**Place: Hyderabad
Date: 05th September, 2014**

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/S. Trans Medicare Limited
Hyderabad.

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S. Trans Medicare Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss for the year then 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 misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 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 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 of India in terms of sub-section (4A) of section 227 of the Act, and on the basis of such checks, as we considered appropriate, we are of the opinion that the clauses specified in the said order are applicable to this Company for the time being.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, 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, comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 B. Srinivas Rao & co.,
Chartered Accountants
ICAI Firm Registration No. 008763S

Sd/-
CH Anand
Partner
Membership No.: 222732

Place: Hyderabad

Date: 05th September, 2014

ANNEXURE TO THE AUDITORS' REPORT
Referred to in paragraph 3 of our report of even date

- (i) (a) The Company has maintained proper records showing full particulars including Quantitative details and situation of fixed assets.
- (b) As informed to us, the fixed assets have been physically verified by the management during the year and in our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets and no material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed off any part of its fixed assets.
- (ii) As per the information and explanation provided to us, The Company has no inventory in the books of account.
- (iii) As per the information and explanation provided to us, the company has not granted an loans but has taken interest free unsecured loans to an extent of Rs.16.85lakhs from companies/ directors in the register under section 189 of the companies Act, 2013. No Specific schedule of repayment is fixed and balance outstanding as on 31.03.2014 is Rs.817.33Lakhs.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business.
- In our opinion, and according to the information given to us, there is no continuing failure to correct major weaknesses in internal controls.
- (v) According to the information and explanations given to us, there are no transactions that need to be entered into a register in pursuance of Section 189 of the Companies Act, 1956. Accordingly clause 4(v) (b) of the Companies (Auditor's Report) Order, 2003 is not applicable.
- (vi) According to the information and explanations given to us, the Company has not accepted any deposit during the year from public within the meaning of the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under. Hence, clause 4 (vi) of the Companies (Auditor's Report) Order, 2003 is not applicable.
- (vii) In our opinion and according to the information given to us, the Company has no internal audit system.
- (viii) As per the information and explanations submitted to us no cost records are maintained under section 209(1) (d) of the Companies Act, 1956 as there are no manufacturing operations since several years.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, there are no employees in the company and hence there are no amounts recovered or payable in respects of provident fund and ESI. The Company has been generally regular in depositing with appropriate authorities undisputed statutory dues of income tax, sales tax, custom duty, excise duty, cess and other material statutory dues as per the demands made on the company.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31st March, 2014 for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- (x) The Accumulated Losses of the company are more than 50 % of its net worth as on 31.03.2014. The Company has incurred cash losses during the year under review amounting to Rs.16.76lakhs and Rs. 40.66lakhs cash loss in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of dues to financial institutions & banks to an extent of Rs.1329.01 lakhs for a period of more than 3 months. In absence to confirmation of balances from the bank or the company we are unable to comment on this transaction
- (xii) Based on our examination of the records and the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) 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 are not applicable to the company.
- (xiv) According to the information and explanations given to us, 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 are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has given guarantee for loans taken by others from banks.

S. No	Name of the Party	Name of the Bank or Financial Institution	Amount for which guarantee given
01	M/s. TSS Projects & Industries Pvt. Ltd	State Bank of India	Rs. 89.50 Crores
02	M/s. Techtrans Constructions India Pvt.Ltd	State Bank of India	Rs. 32 .00 Crores
	Total		Rs. 150.50 Crores

- (xvi) According to the information and explanations given to us, during the year no term loan were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that there are no funds raised on short-term basis have been used for long-term investment. No long term funds have been used to finance short- term assets.
- (xviii) The Company has not made any preferential allotment of shares during the year.
- (xix) During the year the Company has not issued any debentures and therefore the question of creating security in respect thereof does not arise.

- (xx) The Company has not raised any money by way of public issue during the year
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For B. Srinivas Rao & Co.,
Chartered Accountants
ICAI Firm Registration No. 008763S**

**Sd/-
CH Anand
Partner
Membership No.: 222732**

**Place: Hyderabad
Date: 05th September, 2014**

TRANS MEDICARE LIMITED
Audited Balance Sheet as at 31st March, 2014

Particulars	Note No	As at 31.03.2014	As at 31.03.2013
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share Capital	3	51,587,500	51,587,500
(b) Reserves and Surplus	4	(212896582.00)	(211220926.00)
(c) Money received against share warrants		-	-
		(161309082.00)	(159633426.00)
Share application money pending allotment			
Non-current liabilities			
(a) Long-term borrowings	5	214,634,252	212,948,773
(b) Deferred Tax liabilities (Net)		-	-
(c) Other Long term liabilities	6	-	-
(d) Long-term Provisions		-	-
		214,634,252	212,948,773
Current Liabilities			
(a) Short term borrowings		-	-
(b) Trade payables		-	-
(c) Other current liabilities		-	-
(d) Short term provisions	7	113,846	82,830
		113,846	82,830
TOTAL		53,439,016	53,398,177
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	13,175,722	13,175,722
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		3,341,287	3,341,287
(iv) Intangible assets under development		-	-
(b) Non-current investments	9	29,500,000	29,500,000
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets	10	7,258,411	7,108,411
		53,275,420	53,125,420
Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and Cash equivalents	11	142,275	254,197
(e) Short-term loans and advances	12	21,321	18,560
(f) Other current assets		-	-
		163,596	272,757
TOTAL		53,439,016	53,398,177

Notes, statements on accounting policies form an integral part of Balance Sheet

As per our report of even date

For B.Srinivas Rao & co.,
Chartered Accountants
Firm Registration No. 008763S

For and on behalf of the Board
M/s. Trans Medicare Limited

Sd/-
Ch.Anand
Partner
M.No. 222732

Sd/-
Haridass Ramesh
Chairman & Director

Sd/-
Urvashi Ramesh
Director

Place : Hyderabad
Date : 05th September, 2014

TRANS MEDICARE LIMITED

Audited Profit & Loss Statement for the year ended 31st March, 2014

	Particulars	Note No	For the year ended 31st March, 2014	For the year ended 31st March, 2013
I	Revenue from operations	13	-	-
II	Other Income	14	-	-
III	Total Revenue (I + II)		-	-
IV	Expenses			
	Cost of Materials Consumed	15	-	-
	Purchases of Stock in Trade		-	-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
	Directors remuneration		-	-
	Employee benefits expense	16	-	-
	Finance Costs	17	-	-
	Depreciation and amortization expense		-	-
	Other expenses	18	1,675,656	4,066,141
	Total Expense		1,675,656	4,066,141
V	Profit before exceptional and extraordinary items and tax (III-IV)		(1675656.00)	(4066141.00)
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		(1675656.00)	(1675656.00)
VIII	Extraordinary items			
IX	Profit before tax (VII-VIII)		(1675656.00)	(1675656.00)
X	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
			-	-
XI	Profit/(Loss) for the period from continuing operations (IX - X)		(1675656.00)	(4066141.00)
XII	Profit/(Loss) for the period from discontinuing operations			
XIII	Tax expense of discontinuing operations			
	Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		-	
	Profit/(Loss) for the period (XI + XIV)		(1675656.00)	(4066141.00)
	Earnings per equity share:			
	(1) Basic		-0.32	-0.79
	(2) Diluted			

Notes, statements on accounting policies form an integral part of Profit and Loss Account

As per our report of even date

For B.Srinivas Rao & co.,
Chartered Accountants
Firm Registration No. 008763S

For and on behalf of the Board
M/s. Trans Medicare Limited

Sd/-
Ch.Anand
Partner
M.No. 222732

Sd/-
Haridass Ramesh
Chairman & Director

Sd/-
Urvashi Ramesh
Director

Place : Hyderabad
Date : 05th September, 2014

TRANS MEDICARE LIMITED

Cash Flow Statement for the year ended 31st March, 2014

Particulars	For the year ended 31st March, 2014 Rs. In Lacs	For the year ended 31st March, 2013 Rs. In Lacs
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	(16.76)	(40.66)
<i>Adjustments for:</i>		
Depreciation and amortisation	-	-
Provision for impairment of fixed assets and intangibles	-	-
Amortisation of share issue expenses and discount on shares	-	-
(Profit) / loss on sale / write off of assets	-	-
Expense on employee stock option scheme	-	-
Finance costs	-	-
Interest income	-	-
Dividend income	-	-
Net (gain) / loss on sale of investments	-	-
Operating profit / (loss) before working capital changes	(16.76)	(40.66)
<i>Changes in working capital:</i>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	-	-
Trade receivables	-	108.11
Short-term loans and advances	(0.02)	(0.95)
Long-term loans and advances	-	-
Other current assets	-	-
Other non-current assets	(1.50)	(3.00)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	-	(65.18)
Other current liabilities	0.31	(6.12)
Long-term provisions	-	-
	(1.21)	34.76
	(17.97)	(5.90)
Cash flow from extraordinary items	-	-
Cash generated from operations	(17.97)	(5.90)
Net income tax (paid) / refunds	-	-
Net cash flow from / (used in) operating activities (A)	(17.97)	(5.90)
B. Cash flow from investing activities	-	-
Net income tax (paid) / refunds	-	-
	-	-
Net cash flow from / (used in) investing activities (B)	-	-
C. Cash flow from financing activities		
Proceeds from issue of equity shares	-	-
Proceeds from long-term borrowings	16.85	1.15
Tax on dividend	-	-
Cash flow from extraordinary items	-	-
	16.85	1.15
Net cash flow from / (used in) financing activities (C)	16.85	1.15
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(1.12)	(4.75)
Cash and cash equivalents at the beginning of the year	2.54	7.29
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	-	-
Cash and cash equivalents at the end of the year	1.42	2.54

Notes:

(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.

(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

In terms of our report attached

For B.Srinivas Rao & Co.,

Chartered Accountant

Firm Registration No:008763S

For & on behalf of the Board of Directors

Sd/-

Ch.Anand

Partner

M.No.222732

Sd/-

Haridass Ramesh
Chairman & Director

Sd/-

Urvashi Ramesh
Director

Place : Hyderabad

Date : 05th September, 2014

Notes forming part of the Financial Statements

1) Corporate information

M/s Trans Medicare Ltd (the "Company") to carry out the business of Manufacture of Pharmaceutical formulations like tablets, capsules, liquid orals, ointments etc and to deal export & import all such pharmaceutical cosmetics and related products. And also carry out Manufacture of organic or inorganic chemicals, bulk drugs, drug intermediaries, dyes, dye- intermediates pharmaceutical formulations and any other related products.

As of March 31, 2014, the company directors have the ability to control its operating and financial policies. The Company's registered office is in Hyderabad.

2) Significant accounting policies

a) Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 1956.

b) Use of estimates

The preparation of financial statements requires the management of the Group to make estimates and assumptions that affect the reported balances of assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include, provision for income taxes.

c) Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation / amortization. Costs include all expenses incurred to bring the assets to its present location and condition. Fixed assets exclude computers and other assets individually costing 2500 or less which are not capitalized except when they are part of a larger capital investment program.

d) Depreciation / Amortization

The purchase of fixed assets cost less than 2500/- individually are charged to Profit and loss Account in the same financial year. However last year the company does not use any fixed assets for operational purpose and more over the company has not operated even a single day in the during the financial year 2013-14. So we the management has not charged depreciation on fixed assets.

e) Investments

The company does not made any investments during the financial year-2013-14. However, the company is having long term investment in Transgel in the form of 2,950,000 shares of Rs10/- each.

f) Revenue recognition

The company does not have any commercial operations during the last financial year. So the company does not have any income from operations.

g) Taxation

Current income tax expense comprises taxes on income from operations. Income tax payable is determined in accordance with the provisions of the Income Tax Act, 1961. However the company has not provided income tax provision for the financial year 2013-14. Because the company was not derived income from operations in the last financial year 2013-14.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available to realise such assets. In other situations, deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realise these assets.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and the Group intends to settle the asset and liability on a net basis.

The Group offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

h) Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and the exchange gains or losses are recognised in the statement of profit and loss.

i) Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

j) Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

Notes forming part of the Financial Statements for the year ended 31st March, 2014

3) SHARE CAPITAL

The Authorised, Issued, Subscribed and Fully paid-up share capital comprises of equity shares having a par value of ‘ 10 each as follows:

Particulars	As at 31st March, 2014	As at 31st March, 2013
a. Authorised : 5250000 Equity Shares of Rs.10/- each	52,500,000.00	52,500,000
b. Issued 5227500 Equity Shares of Rs.10/- each	52,275,000.00	52,275,000.00
c. Subscribed and Fully Paid up 5158750 Equity Shares of Rs. 10/- each	51,587,500.00	51,587,500.00
Less : Calls - In arrears	-	-
Share Application Money ***	-	-
	51,587,500.00	51,587,500.00
*** The Share Application money is refunded to applicants	-	-

a) Reconciliation of Number of Shares

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Equity Shares Opening Balance	5,158,750.00	51,587,500.00	5,158,750.00	51,587,500.00
Changes during the year	-	-	-	-
Closing Balance	5,158,750.00	51,587,500.00	5,158,750.00	51,587,500.00

b) Rights, preferences and restrictions attached to shares

Equity Shares

The Company has one class of equity shares having a par value of ‘ 10 each. Each shareholder is eligible for one vote per share held.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting

except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets

of the Company after distribution of all preferential amounts, in proportion to their shareholding

c) Details of Shares held by Shareholders holding more than 5% of the aggregate shares of the Company

Equity Shares

10,46,950 shares being held by Haridass Ramesh - percentage of holding - 20.29%

As at 31st March 2014	As at 31st March 2013
1,046,950.00	-
20.29%	-

4. RESERVES AND SURPLUS

Particulars	As at 31.03.2014	As at 31.03.2013
Capital Reserves		
Opening Balance	2000000.00	2000000.00
Current year Surplus	-	-
Closing Balance	2,000,000.00	2,000,000.00
General Reserves		
Opening Balance	355878.00	355878.00
Current year Surplus	-	-
Closing Balance	355,878.00	355,878.00
Surplus/ (Deficit) in Statement of Profit and loss		
Opening Balance	(213576804.00)	(209510663.00)
Current year Surplus/Loss	(1675656.00)	(4066141.00)
Union Bank Loan	-	-
Closing Balance	(215252466.00)	(213576804.00)

5. LONG TERM BORROWINGS

Particulars	As at 31.03.2014	As at 31.03.2013
Loans repayable on demand :		
From Banks		
(a) Secured Loans	-	-
(b) Unsecured Loans	-	-
From Others		
(a) Secured Loans	132,901,361.00	132,901,361.00
(b) Unsecured Loans	81,732,891.00	80,047,412.00
Total	214,634,252.00	212,948,773.00

6. LONG TERM LIABILITIES

Particulars	As at 31.03.2014	As at 31.03.2013
Sundry Creditors	-	-
Deposit from customers	-	-
Advance against supplies	-	-
	-	-

7. OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2014	As at 31.03.2013
Liability for other Expenses	113,846.00	82,830.00

8. STATEMENT OF FIXED ASSETS AND DEPRECIATION

SL. No.	NAME OF THE ASSET	GROSS BLOCK		DEPRECIATION		NET BLOCK
		AS AT 01.04.13	AS AT 31.03.14	FOR THE YEAR 31.03.14	AS AT 31.03.14	
1	LAND	1,991,766	1,991,766	-	-	1,991,766
2	VEHICLES	804,603	804,603	-	703,899	100,704
3	AIR CONDITIONERS	107,122	107,122	-	93,261	13,861
4	FURNITURE & FIXTURES	201,139	201,139	-	148,859	52,280
5	LABEQUIPMENT	214,561	214,561	-	168,762	45,799
6	PLANT & MACHINERY	11,976,314	11,976,314	-	7,981,623	3,994,691
7	COMPUTER	289,985	289,985	-	201,813	88,172
8	GENERATOR	229,201	229,201	-	163,819	65,382
9	FAX MACHINE	94,333	94,333	-	72,412	21,921
10	TRANSFORMERS	80,682	80,682	-	59,481	21,201
11	BUILDINGS	12,177,661	12,177,661	-	5,949,571	6,228,090
12	ELECTRICALS	1,355,587	1,355,587	-	868,434	487,153
13	TELEPHONES	87,528	87,528	-	52,037	35,491
14	MISC. FIXED ASSETS	10,885	10,885	-	7,713	3,172
15	OFFICE EQUIPMENT	1,990	1,990	-	1,217	773
16	LIBRARY	43,208	43,208	-	17,942	25,266
	TOTAL	29,666,565	29,666,565	-	16,490,843	13,175,722

9. NON-CURRENT INVESTEMENTS

Particulars	As at 31.03.2014	As at 31.03.2013
Quoted shares	-	-
Un Quoted shares	29,500,000.00	29,500,000.00
2950000 Equity shares of Rs.10 each	-	-
	29,500,000.00	29,500,000.00

10. OTHER NON-CURRENT ASSETS

Particulars	As at 31.03.2014	As at 31.03.2013
Trade Receivables		
un secured considered as Good		
Out standing more than 6 Months	2,345,800.00	2,345,800.00
Less: provision for Doubful debts	-	-
Deposits	359,942.00	359,942.00
Advance to suppliers	806,977.00	806,977.00
Other Advances	3,745,692.00	3,595,692.00
Total	7,258,411.00	7,108,411.00

11. CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2014	As at 31.03.2013
Cash	32,888.00	149,727.00
Cash at Bank	109,387.00	104,470.00
Total	142,275.00	254,197.00

12. SHORT TERM LOANS AND ADVANCES

Particulars	As at 31.03.2014	As at 31.03.2013
Other Advances	21,321.00	18,560.00

13. REVENUE FROM OPERATIONS

Particulars	As at 31.03.2014	As at 31.03.2013
Sale of Product	0.00	0.00
Sale of Services	0.00	0.00
Total	0.00	0.00

14. OTHER INCOME

Particulars	As at 31.03.2014	As at 31.03.2013
Miscellaneous Income	0.00	0.00
	0.00	0.00

15. COST OF MATERIALS CONSUMED

Particulars	As at 31.03.2014	As at 31.03.2013
Opening Inventory	0.00	0.00
Add: Purchases	0.00	0.00
	0.00	0.00
Less : Clsoing Inventory	0.00	0.00
	0.00	0.00

16. EMPLOYEE BENEFIT & EXPENSES

Particulars	As at 31.03.2014	As at 31.03.2013
Salaries & Wages	0.00	0.00
Employee & Labour Welfare	0.00	0.00
	0.00	0.00

17. FINANCE COSTS

Particulars	As at 31.03.2014	As at 31.03.2013
Interest Expense & Other borrowings cost	0.00	0.00
	0.00	0.00

18. OTHER EXPENSES

Particulars	As at 31.03.2014	As at 31.03.2013
Power and fuel	8,642.00	4,549.00
Factory maintenance	2,795.00	4,255.00
Advertisement charges	-	1,375.00
Insurance	10,374.00	8,985.00
Rates and taxes	57,542.00	5,924.00
Security Charges	121,000.00	106,667.00
Interest on TDS	2,151.00	2,479.00
Revocation Fee	1,115,295.00	-
Travelling and conveyance	8,210.00	60.00
Printing and stationery	83,030.00	64,308.00
Listing Fee	28,090.00	28,090.00
Legal and professional	186,355.00	115,638.00
Website charges	20,938.00	-
Payments to auditors	28,090.00	28,090.00
Prior Period Expenses	948.00	1,000.00
Miscellaneous Expenses	2,196.00	7,402.00
Miscellaneous balances written off	-	3,687,319.00
	1,675,656.00	4,066,141.00

19. The amount of unsecured loans Rs.8,17,32,891/- are from directors and inter corporate borrowings as on 31.03.2014.
20. The assets at Sholapur unit were seized by Maharashtra State Financial Corporation Ltd, Pune against the secured loan payable to them. However in the absence of written communication to the company about the amount appropriated on seizure of the unit, value of fixed assets is not modified.
21. The term loan from MSFC is secured by first charge on plant and machinery and other fixed assets located at bulk drug unit, Sholapur .In view of OTS offer from MSFC interest on principal outstanding was not provided for the current year.
22. Sundry Debtors, deposits from customers and creditors for goods & services are subject to confirmation..

23. i. Managerial Remuneration	2013-2014	2012-2013		
Managing Director	—	—		
Whole-Time Director	—	—		
ii. Auditors Remuneration				
Audit fees	28,090	28,090		
Tax Audit fees	—	—		
24. Production Capacity				
A) Formulations				
Tablets	600Mill/Annum	600Mill/Annum		
Liquids	4.5 Mill/Annum	4.5 Mill/Annum		
Capsules	22.50Mill/Annum	22.50Mill/Annum		
Dry Syru	0.60 Tons/Anuum	0.60Tons/Annum		
Ayurvedic Product	0.60 Tons/Annum	0.60 Tons/ Annum		
Bulk Drugs	180.00 Tons/Annum	180.00 Tons/ Annum		
B) Actual Production during the year				
Tablet	-	-		
Liquids	-	-		
Capsules	-	-		
C) Particulars of Raw material& Packing				
Material consumed				
Formulations: Quantity	-	-		
Value	-	-		
Bulk Drugs: Quantity	-	-		
Value	-	-		
D) Particulars of Stock& Turnover				
Opening Stock	-	-		
Closing Stock	-	-		
E) Sales	Qty units	Value	Qty units	Value
	in lacs	in Rs.	In lacs	in Rs.
Formulations				
Tablet	-	-	-	-
Liquids	-	-	-	-
Capsules	-	-	-	-

25. The term loan from MSFC is secured by first charge on plant and machinery and other fixed assets located at bulk drug unit, Sholapur .In view of OTS offer from MSFC interest on principal outstanding was not provided for the current year.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE.

I. Registration details

Registration No	:	009458
State Code	:	01
Balance Sheet date	:	31 st March, 2014

II. Capital Raised during the year

	Amount
Public Issue	Nil
Preferential Issue	Nil
Rights Issue	Nil
Bonus Issue	Nil
Private Placement	Nil
Rights Issue	Nil
Bonus Issue	Nil
Private Placement	Nil

III. Position of Modification and deployment of Funds

Total Assets	53,439,016
Total Liabilities	53,439,016

Sources of Funds

Paid Up Capital	5158750
Share application Money	NIL
Secured Loans	2567.43
Reserves & Surplus	

Application of Funds

Net Fixed Assets	13,175,722
Miscellaneous Expenditure	Nil

IV Performance of the Company

Turnover	Nil
Profit/Loss before Tax	(16, 75,656.00)
Earnings per share in Rs (annualized)	(0.32)
Dividend	Nil

V. Generic Names of Three Principle Products/Services of the company

(As per monetary terms) Item Code (ITC Code) Nil

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date

Sd/-
Ch.Anand
Partner
M.No. 222732

Sd/-
Haridass Ramesh
Chairman & Director

Sd/-
Urvashi Ramesh
Director

Place : Hyderabad
Date : 05th September, 2014

TRANS MEDICARE LIMITED

CIN : L24230AP1989PLC009458

Regd Office : ' H.No.3-179/NR, Plot NO.179, Guttalabegampet-S1, Phase II, Kavuri Hills,
Madhapur,Hyderabad-500081

E-mail : info@transmedicare.co.in website : www.transmedicare.co.in,

Tel No.: 040 49021233/34, Fax No.: 040 4902 1255

ATTENDANCE SLIP

Annual General Meeting on Tuesday, 30th day of September, 2014 AT 02:00P.M.

Regd. Folio No.
No. of Shares held

*DP ID :	
*Client ID :	

Name of the Shareholder	
Name of Proxy	
Signature of P Member / Proxy	

I/We hereby record my / our presence at the **25th ANNUAL GENERAL MEETING of the Company held on Tuesday, the 30th September, 2014 at 02:00 p.m.** at H.No.3-179/Nr, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081.

SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

If Member, please sign here

If Proxy, please sign here

Note : This form should be signed and handed over at the Meeting Venue. No duplicate Attendance Slip will be issued at the Meeting Hal. You are requested to bring copy of the Annual Report to the Meeting.

* Applicable for investors holding shares in Electronic Form.

TRANS MEDICARE LIMITED

CIN : L24230AP1989PLC009458

Regd Office : ' H.No.3-179/NR, Plot NO.179, Guttalabegampet-S1, Phase II, Kavuri Hills,
Madhapur,Hyderabad-500081

Tel No.: 040 49021233/34, Fax No.: 040 4902 1255 E-mail : info@transmedicare.co.in

website : www.transmedicare.co.in

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Regd. Folio No.
No. of Shares held

*DP ID :	
*Client ID :	

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or falling him;
2. Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or falling him;

as my/our proxy to attend and vote for me / us on my / our behalf at the 25th ANNUAL GENERAL MEETING of the Company, to be held on Tuesday on 30th day of September, 2014, at 02:00 p.m.at H.No.3-179/Nr, Plot No.179, Guttalabegampet-S1, phase II, Kavuri Hills, Madhapur, Hyderabad – 500081 and at any adjournment thereof in respect of such resolutions are indicated below:

Resolution	Vote	
	For	Against
1. Adoption of Accounts for the year ended 31.03.2014		
2. Appointment of Mrs. Urvashi Ramesh as a director retiring by rotation		
3. Appointment of M/s. B. Srinivas Rao & Co., Chartered Accountants as Auditors and authorise the board to fix their remuneration		
4. Appointment of Mr. Marthi soma Sekhar as a Independent Director of the Company		
5. Appointment of Mr. Lakshmi Ram Lakhavathu as a Independent Director of the Company		
6. Appointment of Mr. Rajath Patankar as a Independent director of the Company		

Signed this day of 2014

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

TRANS MEDICARE LIMITED

CIN : L24230AP1989PLC009458

Regd Office : ' H.No.3-179/NR, Plot NO.179, Guttalabegampet-S1, Phase II, Kavuri Hills,
Madhapur,Hyderabad-500081

Tel No.: 040 49021233/34, Fax No.: 040 4902 1255 E-mail : info@transmedicare.co.in

website : www.transmedicare.co.in

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1. Name(s) of Member(s) :
(Including joint-holders, if any)

2. Address of the Member(s) :

3. Registered Folio No./
DPID No./Client ID No.*:

(*Applicable to Members holding shares in dematerialized form)

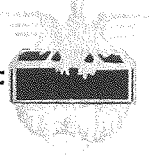
4. I/we hereby exercise my / our vote in respect of the Ordinary Resolution(s)/Special Resolution (s) as specified in the Notice of the Company dated 05th September, 2014 To be passed through Ballot for the business stated in the said Notice by convening my/ our assent or dissent to the said resolution in the relevant box below:

Item No.	Description	Type of resolution (Ordinary/Special)	I/We assent to the resolution (for)	I/We dissent to the resolution (Against)
1.	Adoption of the audited Balance Sheet and profit & Loss Account for the Year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	Appointment of Director in place of Mr. Marthi Soma Sekhar who retires by Rotation and being eligible offers himself for re-appointment	Ordinary		
3.	Appointment of Director in place of Mr. Rajath Patankar who retires by Rotation and being eligible offers himself for re-appointment.	Ordinary		
4.	Appointment of Auditors and fixing up their Remuneration	Ordinary		

(Signature of the Member)

Place :

Date :



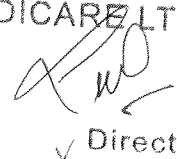

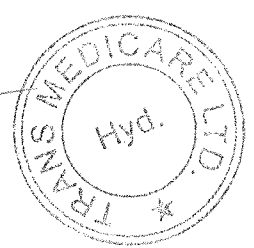

TRANS MEDICARE LTD.

H.No. 3-179/NR, Plot No. 179, Guttalabegampet-S1, Phase - II, Kavuri Hills, Madhapur, Hyderabad-500 081.
Phones : 91-40-4902 1201 - 1299, Fax : 009140 4902 1225 & 1265
E-mail : info@transmedicare.co.in, Website : www.transmedicare.co.in

CIN : L24230AP1989PLC009458

FORM A

Format of covering letter of the annual audit report to be filed with the
Stock Exchanges

1	Name of the Company	TRANS MEDICARE LIMITED
2	Annual Financial Statements for the year ended	31 st March, 2014
3	Type of Audit Observation	Un-Qualified
4	Frequency of Observation	Not Applicable
5	To be Signed by-	
	Director	For TRANS MEDICARE LTD.  Director
	Audit Committee Chairman	 
	Auditor of the Company	For B. SRINIVASA RAO & CO. CHARTERED ACCOUNTANTS  ONY AND PARTNER M.No. 222732 FR. No. 008763S 