

27th ANNUAL REPORT

2015-2016



TRANS MEDICARE LIMITED

TRANS MEDICARE LIMITED

27th ANNUAL GENERAL MEETING

Date : 31st December, 2016

Day : Saturday

Time : 02:00 P.M.

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

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No Gifts will be distributed at the meeting

TRANS MEDICARE LIMITED

TRANS MEDICARE LIMITED
CIN NO : L24230AP1989PLC009458

BOARD OF DIRECTORS

Shri RAMESH HARIDASS

Director

Smt URVASHI RAMESH

Director

Shri RAJATH PATANKAR

Independent Director

Statutory Auditors :

M/s. B. Srinivasa Rao & Co,
Chartered Accountants
Hyderabad
TELANGANA, India

Registered & Corporate Office:

Flat No.316, B-Bloack, 3rd Floor
Ameer Estate, S.R.Nagar
Hyderabad-500 038
TELANGANA, India

Bankers :

State Bank of India
Yellareddyguda Branch
Hyderabad
TELANGANA, India

Registered Office :

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

Plant Location

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

REGISTRARS & SHARE TRANSFER AGENTS :

M/s. BIG SHARE SERVICES PVT. LTD

306, Right Wing, Amruthae 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

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of M/s.**TRANS MEDICARE LIMITED** will be held on Saturday the 31st December, 2016 at 02:00p.m. at the Registered Office of the Company at H.No.3-179/NR, Plot No.179, Guttalabegampet-S1, Phase-II, Kavuri Hills, Madhapur, Hyderabad – 500081, Telangana, to transact the following business.

ORDINARY BUSINESS

1. ADOPTION OF AUDITED ACCOUNTS AND REPORTS

To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2016, and the Balance Sheet and Cash Flow Statement as on at that date, together with the Director's Report and the Auditors' thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint a director in the place of Mr Haridass Ramesh, who retires by rotation, and being eligible, offers herself for re-appointment.

3. APPOINTMENT OF AUDITORS

To appoint Statutory Auditors and fix their remuneration and for this purpose 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 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. Y Raghuram & Co., Chartered Accountants, (Firm Reg. No.0094155) 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 Thirty Second AGM of the Company to be held in the year 2021 (subject to ratification of their appointment at every AGM), on such remuneration as shall be fixed by the Board of Directors.

By order of the Board of Directors
For **Trans Medicare Limited**

Sd/-
(Haridass Ramesh)
Director
DIN No:00107388

Place : Hyderabad
Date : 07.12.2016

TRANS MEDICARE LIMITED

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy form duly completed must be lodged at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy Form is annexed to this Report. Proxies submitted on behalf of Limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday the 28th December, 2016 to Saturday 31st December, 2016 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

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.

4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' to M/s. Central Depository Services Limited. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
6. **Voting through electronic means**
Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to

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Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on 25th December, 2016 (cut off date) are entitled to vote on the Resolutions set forth in this Notice. The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence on 28th December, 2016 and will end at 30th December, 2016. The Company has appointed Sri Marthi Soma Sekhar, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

8. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
9. Members are requested to kindly bring their copies of the Annual Report to the Meeting. As a measure of economy, copies of the Annual Report will not be distributed at the Annual general Meeting.
10. The Notice of the AGM along with the Annual Report 2015-16 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

11. 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.
12. 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
161216003	28 th December, 2016 at 09:00 a.m.	30 th December, 2016 at 05:00 p.m.

13. 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.
14. 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.
15. Voting through Physical Ballot

In compliance with the provisions of the Companies Act, 2013 and Rules, 2014 there under, the Company is pleased to provide members those who have not exercised their vote through remote e-voting, can exercise their vote in physical form in the ballot facility, being extended to the shareholders at the venue of the Meeting. The result of the physical ballot shall be declared along with the result of the remote E-voting.

E-voting procedure

The company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting(AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited(CDSL).

The instructions for members for voting electronically are as under:-

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.

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- 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*	<p>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.</p> <p>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.</p>
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#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

- 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.

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- 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, December 28, 2016 (9.00 a.m. IST) and ends on Friday, December 30, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 25th December, 2016, 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.
- iii. Sri Marthi Soma Sekhar, Practicing Company Secretary (FCS-1989, CP - 1937) has been appointed as 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.

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- v. 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 Wednesday, 28th December, 2016 (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.

- vi. In case you are unable to exercise the voting electronically, the shareholders attending the meeting would be provided with an opportunity to vote through ballot at the venue of the meeting.

- vii. The results shall be declared after counting of the remote E-voting and physical ballot after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.transmedicare.co.in and will be communicated to the Stock Exchanges on which the company's equity shares are listed.

By order of the Board of Directors
For **Trans Medicare Limited**

Sd/-
(**Haridass Ramesh**)
Chairman & Director
DIN No:00107388

Place : Hyderabad
Date : 07.12.2016

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment.

Name of the Director	Mr Haridass Ramesh
Date of birth	14.08.1965
Date of Appointment	01.03.2004
Qualifications	B.A
Expertise in specific functional areas	21 years of Experience as Executive Director
List of Companies in which outside Directorships held as on 31.03.2016	12
Chairman/Member of the *Committees of other Companies on which he/she is a Director as on 31.03.2016	NIL

TRANS MEDICARE LIMITED

DIRECTOR'S REPORT

To The Members

The Directors have pleasure in presenting before you the Twenty Seventh Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2016.

FINANCIAL RESULTS

The Company's financials for the year under review along with the corresponding figures of the previous year's figures are as under:-

Particulars	(Rs.In Lakhs)	
	2015-2016	2014-2015
Net sales/Income	0.00	0.00
Total Expenditure	14.03	24.64
Gross Operating Profit	(14.03)	(24.64)
Interest and Finance charges	0.00	0.00
Depreciation	3.11	4.21
Loss on sale of Assets	0.00	0.00
Profit before Tax/loss	(14.03)	(172.69)
Provision for Tax	0.00	0.00
Net profit/Loss	(14.03)	(172.69)
Paid –up Equity share capital	515.87	515.87
Earnings Per Share	(0.27)	(3.35)

DIVIDEND

As the company did not earn distributable profits, the board of directors did not recommend any dividend for the financial year under review. Since the company has not declared any dividend for more than 10 years. The provisions of Section 125(2) of the Companies Act, 2013 do not apply.

RESERVES

The Board did not propose to transfer any amount to reserves.

CHANGE IN THE BUSINESS OF THE COMPANY:

During the year under review, the company did not change its line of activity.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:-

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, corporate governance report with auditors certificate thereon and management discussion and analysis are attached which form part of this report “Annexure-A”.

TRANS MEDICARE LIMITED

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company has taken adequate steps to adhere to all the stipulations laid down under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as part of this Annual Report as “**Annexure – B**”.

Certificate from the Statutory Auditors of the company M/s. B.Srinivas Rao & Co, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as Stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included as part of this report as “**Annexure C**”

LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fee for the year 2016-17 to BSE where the Company's Shares are listed.

DEMATERIALISATION OF SHARES

23.70% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2016 and balance 76.30% is in physical form. The Company's Registrars are Bigshare Services Pvt Ltd, 306, 3rd Floor, Right Wing, AmruthaVille, opp: Yashoda Hospital, Somajiguda, Hyderabad-500082. Phone : 040-23374967 Fax : 040-23370295 Email: bsshyd@bigshareonline.com

Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”).

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Independent Directors

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

TRANS MEDICARE LIMITED

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 Directors of your Company hereby state and confirm that:—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DEPOSITS

The Company has not accepted any Deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

RISK MANAGEMENT POLICY OF THE COMPANY

The Company has formulated and adopted a risk management policy at its Board Meeting. However, since the company is not carrying on any business the same would be reviewed as and when required.

CORPORATE SOCIAL RESPONSIBILITY

The Provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility does not apply to the Company.

Policy on Director's appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the Directors' report.

Internal financial control systems and their adequacy

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

TRANS MEDICARE LIMITED

SECRETARIAL AUDIT

Your Company appointed M/s.Marathi & co, Practising Company Secretaries,(C.P.No.) Hyderabad to conduct the Secretarial Audit of the Company as per the provisions under Section 204(1) of the Companies Act, 2013 and other laws as applicable for the financial year 2015-16.The Report in Form MR-3 is enclosed as **Annexure-D** to this Annual Report and there are no adverse observations by the Secretarial Auditors.

EXTRACTS OF ANNUAL RETURN

The Extracts of Annual return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 is enclosed as **Annexure-E** to this Annual report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | | |
|-----|--|-----|
| (A) | The operations of the company are not power intensive nevertheless the company continues its efforts to minimize energy wherever practicable by economizing on the use of power at the offices | |
| (B) | Technology absorption | NIL |
| (C) | Foreign exchange earnings | NIL |
| (D) | Foreign exchange outflow | NIL |

RELATED PARTY TRANSACTIONS

There were no transactions which have been entered into with related parties of the Directors or the Key Managerial Personnel of the company.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no order passed by any Court or Tribunal or forum which impacted or is likely to impact the "Going concern status" of the company.

However, the company is awaiting the approval of the Hon'ble High Court of Judicature for the state of Andhra Pradesh and Telangana in connection with the Scheme of Arrangement for Re-organisation and Restructuring of the capital of the Company

DETAILS OF SUBSIDIARIES, JOINT VENTURES, ASSOCIATE COMPANIES & THEIR PERFORMANCE

The Company does not have any subsidiary or joint venture or associate company.

TRANS MEDICARE LIMITED

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 is enclosed as **Annexure-F** during the year under review and hence the said provision is not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 is enclosed as **Annexure-G** during the year under review.

SHARE CAPITAL

The Paid up Equity Share Capital as on March 31, 2016 was Rs.5.15 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted Employee Stock Options or Sweat Equity Shares.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year 2015-16 five(5) Board Meetings were held as required under the schedule IV of Companies Act, 2013.

The dates on which the Board meetings were held are 30.05.2015, 07.08.2015, 17.06.2015, and 03.11.2015, and 13.02.2016.

DIRECTORS

In accordance with the Companies Act, 2013 read with the Articles of Association of the Company, Sri Ramesh, retires by rotation and being eligible offers herself for re-appointment.

Further, in terms of Section 149 read with Section 152 of the Companies Act, 2013, an independent director is now not required to retire by rotation, and may be appointed on the Board of Company for maximum two terms of up to five years each. Accordingly, Mr. Rajath Patankar, has been appointed for a period of five years, effective from 1st March, 2015. The Independent Director confirmed his independence in terms of the requirements of Companies Act, 2013.

AUDIT COMMITTEE

Audit Committee consists of S/Sri Rajath Patankar and Haridass Ramesh.

There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review.

TRANS MEDICARE LIMITED

STATUTORY AUDITORS

The Statutory Auditors ,M/s.B.Srinivasa Rao & Co., Chartered Accountants, Hyderabad, retire at the ensuing Annual General Meeting and have expressed their unwillingness to continue as Statutory Auditors for the company due to preoccupation. Hence, your Directors propose the appointment of M/s. Y Raghuram & Co., as Statutory Auditors of the company for a period of 5 years to hold the office from the conclusion of the ensuing Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by either the Auditors or by the Practicing Company Secretary in their respective reports except the Disclaimers of Professional Tax Payment in Auditor Report & Secretarial Audit Report and on Company's Manufacturing License Under Renewal in secretarial Audit Report.

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975 are not applicable since the directors are not drawing any salary from the company as the company do not have any operations. The directors are provided sitting fee only for attending board meetings. The details of the sitting fee and other perks are mentioned in the corporate governance report.

ACKNOWLEDGEMENTS

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from customers, banks, suppliers, shareholders, Central and state Governments and other statutory authorities and others associated with the Company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the Company to achieve sustained growth in the aoperational performance during the year under review.

By order of the Board of Directors
For **Trans Medicare Limited**

Sd/-
(Haridass Ramesh)
Chairman&Director
DIN No:00107388

Place : Hyderabad
Date : 07.12.2016

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

The Scheme of Arrangement for Re-organisation and Restructuring of the capital of the Company is awaiting the approval of the Hon'ble High Court of Judicature at Hyderabad for the state of Andhra Pradesh and Telangana.

INDUSTRIAL OVERVIEW

Since the company is at present not carrying on any business no over view of the Industry is being given in this report. The company is in the process of restructuring and realigning its activities.

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.

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.

FOR AND ON BEHALF OF THE BOARD
For Trans Medicare Limited

Sd/-
(Haridass Ramesh)
Chairman & Director
DIN No:00107388

CORPORATE GOVERNANCE REPORT**1. The Company's Philosophy On Code Of Governance**

The Company is continuously making efforts for improving the Corporate Governance practices in the company which can contribute substantially in achieving good governance and thus resulting in enhancement of value to its stakeholders, customers, employees, Banks, Government Agencies, etc.

2. Board of Directors

The constitution of the Board is given below:

Name of the Director	Status	No. of Other Public Directorships (*)	No. of Board Committee Position Held in Other Public Limited Companies
Haridass Ramesh	Director	NIL	NIL
Urvashi Ramesh	Director	NIL	NIL
Rajath Patankar	Director	NIL	NIL

(*) This excludes Directorships in Indian Private Limited Companies, membership of Managing Committees of various Chambers/bodies

(a) Composition and Category of Directors

The Board of Directors had an optimum combination of one Non-Executive and Two Executive Directors one of them being a lady Director and not less than fifty percent of the Board members are Non-Executive and Independent Directors.

Executive Directors	Age	Designation	Date of Appointment
Haridass Ramesh	50	Director	01.03.2004
Urvashi Ramesh	45	Director	06.10.2006

Non-Executive Directors	Age	Designation	Date of Appointment
Rajath Patankar	50	Director	18.12.1998

TRANS MEDICARE LIMITED

NOTES:

- (1) None of the Directors are related to each other except for Promoter Directors;
- (2) Number of Directorship held in other companies includes all companies, whether listed or unlisted and excludes foreign companies, other bodies corporate and professional bodies. The limits on directorship of Independent Directors and Executive Directors are within the permissible limits.
- (3) The necessary disclosures regarding change in Committee positions, if any, have been made by all the Directors, during the year under review. None of the Director is a Member of more than 10 Committees or Chairman of more than 5 Committees across all Indian companies.
- (4) Independent Director means a Non-Executive Director, who fulfils the criteria as laid down in SEBI (Listing Obligations and Disclosure Requirements) 2015
- (5) The Company has issued formal letter of appointment to its Independent Directors. The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013.
- (6) The Independent Directors of the Company met every time a Board Meeting is held. These meetings are held the same day as that of the Board Meetings. In the said meetings the Independent Directors review the matters stated in SEBI (Listing Obligations and Disclosure Requirements) 2015) (b) and action items, if any, are communicated and tracked to closure to the satisfaction of Independent Directors. The purpose of these meetings is to promote open and candid discussion among the Independent Directors.

Break-up of other Directorships : NIL

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director. The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Managing Director.

The calendar of Board meetings is decided in consultation with the Board and the schedule of such meetings is communicated to all Directors well in advance. Generally, the Board Meetings are held in Hyderabad, where the Corporate office / Registered Office of your Company is situated.

(b) Attendance of Directors at Board Meetings and Annual General Meeting

The details of attendance of the Directors at the Board Meeting during the year and at Annual General Meeting are given below:

Name of Director	Position	Board Meeting attended	AGM Attended
Mr. Haridass Ramesh	Executive Director	Yes	Yes
Mrs. Urvashi Ramesh	Executive Director	No	No
Mr. Rajath Patankar	Independent Director	Yes	Yes

TRANS MEDICARE LIMITED

(c) Number of Board meetings held

During the financial year ended on 31st March, 2016, meetings of the Board of Directors were held and the gap between two meetings did not exceed one hundred and Twenty days. The Board meetings were held on .

The last Annual general Meeting was held on **30th November,2015**.

Minimum Four Board meetings are held in each year.Apart from the four prescheduled Board meetings, the meetings would also be convened to address specific needs of the Company.

The Company in consultation with the directors prepares the annual calender of meetings and circulates a tentative Schedule for the meeting of the Board and Committee in order to facilitate the Directors to plan their Schedules.

The meetings are usually held at Registered Office of the Company situated at **H.No.3-179/NR, Plot No.179, Guttalabegampet-S1, Pahse II, kavuri Hills, Madhapur, Hyderabad-500081**.

Agenda and Notes on Agenda are circulated to the Directors in advance in the defined Agenda format. All material information is incorporated in the Agenda papers for facilitating meaningful discussion.where it is not practicable the same is tabled before the meeting.the following are generally tabled for information and review of the Board.

- Quarterly results of the Company
- Minutes of meeting of Audit Committee and other committees of the Board
- Non compliance of any regulatory, statutory or listing requirements

Post Meeting Follow – up Mechanism

The Company has an effective post meeting follow-up, review and reporting process mechanism for the decision taken by the Board/Committees. Important decisions taken at the Board/Committee meetings are communicated to the concerned Functional Heads promptly.Action Taken report on decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the Board/Committee members.

Recording of Minutes of proceedings at Board and Committee Meetings:

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting.The Draft minutes are circulated to the members for their comments.

Compliance:

While preparing the Agenda adequate care is taken to ensure adherence to all applicable laws and regulations including the Companies Act, 2013 read with Rules made there under. The Board periodically reviews all statutory compliance reports of all laws applicable to the Company.

3. COMMITTEES OF THE BOARD

Currently there are three Board Committees:-

- (1) Audit Committee
- (2) Remuneration Committee
- (3) Shareholders/Investors Grievances, & Stakeholders Relationship Committee

TRANS MEDICARE LIMITED

The terms of reference of the Board Committees are determined by the Board from time to time. the role and composition of these committees including the number of meetings held during the financial year and the related attendance are provided below.

1. AUDIT COMMITTEE

The Audit Committee has been constituted as per the requirements of the Listing Agreement with the Stock Exchange. The said committee comprises of two directors Sri Rajath Patankar and Sri. Haridass Ramesh. Due to the resignation of Mr. Marthi Soma Sekhar the committee is being reconstituted.

TERMS OF REFERENCE

The terms of reference of the Audit Committee include:

- To review the internal control systems
- To review Quarterly and Half – yearly results
- To review the accounting and financial policies and practices
- To review reports furnished by the internal and statutory auditors, and ensure that suitable follow-up action is taken

During the financial year ended 31st March 2016,

Name of the Director	No. of Meeting Attended
Rajath Patankar	4
Haridass Ramesh	4

2. SHARE TRANSFER COMMITTEE

The Share Transfer Committee comprising of Mr. Rajath Patankar and Haridas Ramesh have been assigned the work of redressal of investors/Shareholders complaints along with approval of share transfer, subdivision/consolidation of shares, etc. the Committee oversees the performance of Registrar and Share Transfer Agents and recommends measures for overall improvement of the quality of investor services. The Share Transfers/Transmissions approved by the committee are placed at the Board Meeting from time to time. Due to the resignation of Mr. Marthi Soma Sekhar the committee is being reconstituted.

Name of the Director	Designation & Category
Rajath Patankar	Independent Director
Haridass Ramesh	Executive Director -Promoter

3. REMUNERATION OF DIRECTORS

The details of remuneration paid to Directors are given below:

TRANS MEDICARE LIMITED

Name of the Director	Relationship with other Directors	Sitting Fee (Rs.)	Salary & Perk (Rs.)	Total (Rs.)
Haridass Ramesh	Related to Mrs. Urvashi Ramesh	0/-	0/-	0/-
Urvashi Ramesh	Related to Mr. Haridass Ramesh	0/-	0/-	0/-
Rajath Patankar	None	16000/-	0/-	16000/-

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, 2015-16, the Company paid Sitting Fee of Rupees Sixteen 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 the meetings.

Composition of Remuneration Committee

The Company consisting of the following Independent Non-Executive and Executive Directors:

1. Mr. Rajath Patankar : Chairman
2. Hairdas Ramesh : Director

4. (A) GENERAL BODY MEETINGS

The details of date, time and location of Annual General Meeting (AGM) had in last three (3) years and Special resolutions passed are as under:-

Financial Year	Category-date and Time	Venue
2012-13	Annual General Meeting 12 th September, 2013 at 11:00 AM	Plot No. 11/4, IDA, Nacharam, Hyderabad - 500076
2013-14	Annual General Meeting 30 th September, 2014 at 02:00 PM	H.No.3-179/Nr, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081.
2014-15	Annual General Meeting 30 th November, 2015 at 04:00 PM	H.No.3-179/Nr, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081.

(B) POSTAL BALLOT

During the year ended 31st March, 2016, no resolution was passed by the Company which requires voting by postal ballot. At the ensuing Annual general Meeting also, there is no resolution proposed to be passed through postal ballot.

TRANS MEDICARE LIMITED

5. 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.

Details of Non Compliance

The Company has complied with the necessary requirements and no penalties or strictures were imposed on the Company either by SEBI, Stock Exchanges or any statutory authority or any matter related to capital markets during the last three years.

Accounting Treatments

In the preparation of the financial statements the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

6. AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

A Certificate from the Auditors is enclosed along with this report.

SHAREHOLDER'S INFORMATION		
A	Registered Office	Trans Medicare Limited H.No.3-179/NR, Plot No.179 Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081.
B	Annual General Meeting Date & Time Venue	31 st December, 2016 At 02:00 p.m Trans Medicare Limited H.No.3-179/NR, Plot No.179 Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081.
C	Financial Calender Financial Reporting for Quarter ending June 30, 2014 Quarter ending September 30, 2014 Quarter ending December 31, 2014 Quarter ending March 31, 2015 Annual General Meeting for FY ended 31 st March 2016	Last week of July 2014 Last week of October 2014 Last week of January 2015 Last week of May 2015 31 st December, 2016
D	Date of Book Closure	28 th December, 2016 to 31 st December, 2016

TRANS MEDICARE LIMITED

E	Dividend Payment Date	Not Applicable
F	Listing on Stock Exchnage	Bombay Stock Exchange Limited P J Towers, Dalal Street Mumbai – 400 001.
G	BSE Stock Code	524484
H	Stock market data	The Company's shares are traded on the Bombay stock Exchange Limited. The 52 week high low has been Rs. and Rs. respectively.
I	Registrar and share Transfer Agents	BIGSHARE SERVICES PRIVATE LIMITED 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
J	Share Transfer System	Generally the shares have been transferred and returned in 30 days from the date of receipt, so long as the documents have been clear in all respects.
K	Share Transfer Committee	The Share Transfer Committee generally meets once in a fortnight
L	Investor Relations	The Company has good investor relations.

M) Distribution of shareholding as on 31st March, 2016.

Share or Debenture holding of nominal value of			Share/Debenture Holders		Share/Debenture Amount	
Rs.	Rs.		Number	% to total	(in Rs.)	% to total
-1			-2-	-3-	-4-	-5-
1	-	5000	14788	95.2835	26505000	51.38
5001	-	10,000	571	3.6791	4683000	9.07
10,001	-	20,000	108	0.6960	1700000	3.29
20,001	-	30,000	19	0.1224	475000	0.928
30,001	-	40,000	5	0.0322	183000	0.3547
40,001	-	50,000	3	0.0193	146000	0.2830
50,001	-	100000	9	0.0580	814000	1.5779
100001	-	999999999	17	0.1096	17081500	33.117
Total			15520	100	51587500	100

TRANS MEDICARE LIMITED

N) SHAREHOLDING PATTERN FOR THE QUARTER ENDED 31.03.2016

Sl. No.	Category	No. of Shares held	Percentage of Shareholding
A	Promoters Holding		
1	Promoters		
	Indian Promoters :	1319950	25.59
	Foreign Promoters:	0.00	0.00
2	Persons acting in concert	0.00	0.00
	Sub-Total	1319950	25.59
B	Public Shareholding – Institutions	0.00	0.00
3	Institutional Investors/Venture Capital Funds	0.00	0.00
A	Mutual Funds and UTI(Govt. Financial Institutions)	0.00	0.00
	Banking, Financial Institutions/Insurance	0.00	0.00
B	Companies (Central/State Government Institutions/Non-Government Institutions)	0.00	0.00
	Foreign Institutional Investor		
	Sub-Total	0.00	0.00
C	Public Share Holding – Non Institutions		
4	Others	0.00	0.00
a.	Private Corporate Banks	0.00	0.00
b.	Indian Public	3439900	66.68
c.	NRI/OCBs	398900	7.73
d.	Any other (Clearing Member)	0.00	0.00
	Sub-Total	3838800	74.41
	Grand Total	5158750	100

O) DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON 31ST MARCH , 2016

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, 2016 23.70% 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.

P) OUTSTANDING GDRS/ADRS /WARRANTS OR ANY OTHER CONVERTIBLES INSTRUMENT

Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments or any issue (public issue, right issue, preferential issue etc) which likely to have impact on Equity Share Capital of the Company.

Q) REGISTERED OFFICE

Trans Medicare Limited
H.No.3-179/NR, Plot No.179
Guttalabegampet-S1, Phase II,
Kavuri Hills, Madhapur,
Hyderabad-500081.

TRANS MEDICARE LIMITED

R) ADDRESS FOR CORRESPONDENCE

Trans Medicare Limited
H.No.3-179/NR, Plot No.179
Guttalabegampet-S1, Phase II,
Kavuri Hills, Madhapur,
Hyderabad-500081.

S) The Shareholders may address their communications/ suggestions/ grievances/ queries to:

TRANS MEDICARE LIMITED

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

Code of Conduct

The Company has adopted a code of conduct for its directors and designated senior management personnel. All the Board members and senior management personnel have agreed to follow compliance of code of conduct.

Disclosures regarding Re-appointment of Directors

As per the Articles of Association of the Company one third of the Directors are liable to retire by rotation every year and if eligible, they offer themselves for re-election by the shareholders at the General Meeting.

Appointment & Removal of Company Secretary

The appointment and removal of the Company Secretary is subject to the approval of the Board.

Means of Communication

Quarterly results

The Unaudited quarterly/half yearly financial statements are announced within forty five days of the end of the quarter. The aforesaid financial statements reviewed by Audit Committee are taken on record by the Board of Directors and are communicated to the Stock Exchanges where the Company's securities are listed.

Once the stock exchange have been intimated, these results are given by way of a press release to news agency and published within 48 hours in two leading daily newspapers – one in English and one in Telugu.

Announcement of Financial Result

The Audited Annual results are announced within sixty days from the end of the last quarter i.e 31st March to meet with the requirements of Stock Exchange. The Audited Annual financial results were announced on 21.05.2016. The aforesaid audited annual results are taken on record by the Board of Directors and are communicated to the Stock Exchanges where the Company's securities are listed. These results are the given by way of a press release to news agency and published within 48 hours in two leading daily news papers one in English and one in Telugu. The Audited financial results form a part of the Annual report which is sent to the Shareholders prior to the Annual general Meeting.

Website display

The Company's Official news releases, presentations, policies, financial results, shareholder's general information etc. are displayed on the Company's website www.transmedicare.co.in News Releases are also sent to Stock Exchange.

TRANS MEDICARE LIMITED

Green Initiative for Paperless Communications

To support the “Green Initiative in the Corporate Governance”, an initiative has been taken by the ministry of Corporate Affairs (MCA). The Company has sent the soft copies of Annual Report 2015-16 to those members whose email ids were registered with the Depository Participants(DPs) after informing them suitably.

By order of the Board of Directors
For **Trans Medicare Limited**

Sd/-
(Haridass Ramesh)
Chairman & Director
DIN No:00107388

Place : Hyderabad
Date : 07.12.2016

**B.SRINIVAS RAO & CO
CHARTERED ACCOUNTANTS**

**ANNEXURE TO THE REPORT OF THE DIRECTORS
CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF
GOVERNANCE**

CORPORATE

To
The Board of Directors of
TRANS MEDICARE LIMITED

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to the compliance conditions of Corporate Governance of TRANS MEDICARE LIMITED (the company) for the year ended 31-03-2016 as stipulated in Clause 15(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 of the said company with the stock exchanges.

The compliance of the conditions of the corporate governance is the responsibility of the management. Our examination conducted in the manner described in the guidance note on certification of corporate governance issued by the Institute of Chartered Accountants of India was limited to procedure and implementation thereof adopted by the company for ensuring compliance with the conditions of corporate governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statement of the company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Regulations.

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.,
FRN : 008763S**

**Sd/-
B.Srinivas Rao
Proprietor**

**Place : Hyderabad
Date : 07.12.2016**

Form MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

To
The Members of
M/s. Trans Medicare Limited

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2015 and ended 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Trans Medicare Limited ("The Company") for the financial year ended on 31st March, 2016, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014 ;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment, and External Commercial Borrowings (not applicable during the audit period);

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- b. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

vi. Other applicable laws including the following:

- i) Income Tax Act, 1961

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company during the audit period:

i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

TRANS MEDICARE LIMITED

- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- vi. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

3. We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India to the extent applicable under the provisions of Companies Act, 2013 and
- ii. The Uniform Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited as per the SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

4. We further report that :

(a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.

(b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.

(c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

5. We further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For MARTHI & CO.,
Company Secretaries

Sd/-
S.S.MARTHI
Proprietor
FCS- 1989 , COP-1937

Place : Hyderabad
Date : 08.12.2016

TRANS MEDICARE LIMITED

Annexure – E

Form No.MGT-9
EXTRACT OF ANNUAL RETURN
of TRANS MEDICARE LIMITED

as on the financial year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L24230AP1989PLC009458
Registration Date	3 rd January, 1989
Name of the Company	Trans Medicare Limited
Category/Sub-Category of the Company	Company Limited by Shares /Public Company
Address of the Registered Office and contact details	H.No.3-179/NR, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081. Email :info@transmedicare.co.in Website:www.transmedicare.co.in Ph No.: 040-4902 1239 Fax No.: 040-4902 1225
whether listed company	YES BSE Limited
Name, Address and contact details Registrar and Transfer Agent, if any	Bigshare Services Private Limited 306, 3rd Floor, Right Wing, Amrutha Ville Opp: Yashoda Hospital, Raj Bhavan Road Somajiguda Hyderabad - 500082. Email : bsshyd@bigshareonline.com Website :www.bigshareonline.com Ph No.: (91-40) 23374967 Fax No.: (91-40)23370295

II. PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY

Sl.No.	Name and description of main Products/services	NIC Code of the product	% to total turnover of the Company
1.	Manufacturing of Drugs	2100	0

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl.No	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
	NIL				

TRANS MEDICARE LIMITED

IV. A. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Statement Showing Shareholding Pattern									
		No. of Shares at the beginning of the year				No. of shares at the end of the year			
Category	Category of	Demat	Physical	Total	Total %	Demat	Physical	Total	Total %
(A)	Shareholding of Promoter and Promoter Group²								
1	Indian								
(a)	Individuals/ Hindu Undivided Family	1194950	100000	1294950	25.1	1194950	100000	1294950	25.1
(b)	Central Government/ State Government(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c)	Bodies Corporate	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d)	Directors/Relatives	0.00	25000	0.00	0.48	0.00	25000	0.00	0.48
(e)	Financial Institutions/Banks	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e-i)	Any Others(Specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub Total(A)(1)	1194950	125000	1294950	25.59	1194950	125000	1294950	25.59
2	Foreign								
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b	Bodies Corporate	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	Institutions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d	Any Others(Specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub Total(A)(2)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1194950	125000	1294950	25.59	1194950	125000	1294950	25.59
(B)	Public shareholding								
1	Institutions								
(a)	Mutual Funds/ UTI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

TRANS MEDICARE LIMITED

(b)	Financial Institutions / Banks	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c)	Central Government/ State Government(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d)	Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e)	Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f)	Foreign Institutional Investors	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g)	Foreign Venture Capital Investors	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(h)	Any Other (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total (B)(1)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
B 2	Non-institutions								
(a)	Bodies Corporate	1100	5340 0	54500	1.06	1000.0 0	5440 0	5540 0	1.05
(b)	Individuals								
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	2200 0	31674 00	318940 0	61.8 3	26700. 00	3230 900	3257 600	62.63
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	0.00	19600 0	196000	3.80	0.00	1543 00	1543 00	2.99
(c)	Any Other (specify)	0.00	0.00	0.00	0.00	0.00	0.00		
(c-i)	Clearing Member	0.00	0.00	0.00	0.00	300.00	300	600	0.058
(c-ii)	NRI		3989 00	398900	7.73	0.00	3989 00	3989 00	7.73
(c-iii)	OCBs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c-ii)	Clearing Member	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c-iv)	Trust	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total (B)(2)	231 00	3815 700	38388 00	74.4 1	28000. 00	3838 800	3866 800	74.41
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	231 00	3815 700	38388 00	74.4 1	12229 50.00	3963 800	3838 00	74.41
	TOTAL (A)+(B)	121 805 0	3940 700	51587 50	100	12229 50.00	3963 800	3838 00	100.00

TRANS MEDICARE LIMITED

(C)	Shares held by Custodians and against which Depository Receipts have been issued								
1	Promoter and Promoter Group	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2	Public	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total (C)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	121 805 0	3940 700	51587 50	100	12229 50.00	3963 800	5158 750	100.00

(ii). Shareholding of Promoters (Equity Share Capital)

		Shareholding at the beginning of the year 01/04/2015			Shareholding at the end of the year 31/03/2016			
Sr.No	NAME	Number of Shares	% Shares of the Company	% of Shares Pledged/encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/encumbered to total shares	% Change in shareholding during the year
1	RAMESH HARIDASS .	1047050	20.2966	0	1047050	20.2966	0.0000	0.0000
2	URVASHI RAMESH .	147900	2.8670	0	147900	2.8670	0.0000	0.0000
3	PRAKASH	15000	0.2908	0.0000	15000	0.2908	0.0000	0.0000
4	RAJESH	15000	0.2908	0.0000	15000	0.2908	0.0000	0.0000
5	SATISH	15000	0.2908	0.0000	15000	0.2908	0.0000	0.0000
6	ASHOK	15000	0.2908	0.0000	15000	0.2908	0.0000	0.0000
7	MANOHAR DAS AGICHA	25000	0.4846	0.0000	25000	0.4846	0.0000	0.0000
8	SRICHAND	40000	0.7754	0.0000	40000	0.7754	0.0000	0.0000
TOTAL		1319950	25.59	25.5868	1319950	25.59	0.0000	0.0000

(iii). Change in Promoters' Shareholding (Equity Share Capital) (please specify, if there is no change)

There is no change in promoters' shareholding during the FY 2015-16.

TRANS MEDICARE LIMITED

(iv). Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits (Rs.in Crores)	Unsecured Loans (Rs.in Crores)	Deposits	Total Indebtedness (Rs.in Crores)
Indebtedness at the beginning of the financial year				
i) Principal Amount	13.27	8.34	-	21.61
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	13.27	8.34	-	21.61
Change in Indebtedness during the financial year				
Addition	-	0.46	-	0.46
Reduction	13.27	-	-	13.27
Net Change	13.27	0.46	-	13.73
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	8.80	-	8.80
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0.00	8.80		8.80

(v). Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Directors and Executive Directors

Sl.No.	Particulars of Remuneration	Name of the Managing Director	Name of the Executive Director	Total Amount ₹
1	Gross Salary	_____ NIL _____		
2	Salary as per provisions of Section 17(1) of the Income Tax Act, 1961			
3	Value of perquisites under Section 17(2) of the Income Tax Act, 1961			

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4	Profit in lieu of salary under Section 17(3) of the Income Tax Act, 1961	
5	Stock Options	
6	Sweat Equity	
7	Commission (as % of Profit)	
8	Others	
	Total (A)	

B. Remuneration to other directors:

Sl.No.	Particulars of Remuneration	Name of Directors	
1	Independent Directors	Mr. Rajath Patankar	Total Amount
	Fee for attending board/committee meetings	16000	16000
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (1)	16000	16000
2	Others Non-Executive Directors	NIL	NIL
	Fee for attending board/committee meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)= (1 + 2)	16000	16000
	Total Manegarial Remuneration	16000	16000

C. Remuneration to Key Managerial Personnel

Sl.No.	Particulars of Remuneration	Name of the Company Secretary	Total Amount ₹
1	Gross Salary		
	(a) Salary as per provisions of Section 17(1) of the Income Tax Act, 1961		
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961		
2	Others - Retirement Benefits		
	Total (A)		

TRANS MEDICARE LIMITED

(vi) PENALTIES/PUNISHMENT / COMPUNDING OF OFFENCES:

A. COMPANY

Type	Section of the Companies Act	Brief description	Details of Penalty/Punishment / Compounding fees imposed	Authority(RD /NCLT/COURT)	Appeal made, if any (Give Details)
Penalty	NIL				
Punishment					
Compounding					

B.DIRECTORS

Type	Section of the Companies Act	Brief description	Details of Penalty/Punishment / Compounding fees imposed	Authority(RD /NCLT/COURT)	Appeal made, if any (Give Details)
Penalty	NIL				
Punishment					
Compounding					

C.OTHER OFFICERS IN DEFAULT

Type	Section of the Companies Act	Brief description	Details of Penalty/Punishment / Compounding fees imposed	Authority(RD /NCLT/COURT)	Appeal made, if any (Give Details)
Penalty	NIL				
Punishment					
Compounding					

Annexure – F

Particulars of Loans, Guarantees or Investements under section 186

Nature of transaction (whether loan/guarantee/security/acquisition)	Date of making loan/acquisition /giving guarantee/providing security	Name and address of the person or body corporate to whom it is made or given on whose securities have been acquired (Listed /Unlisted entities)	Account of loan/security /acquisition / guarantee	Time period for which it is made / given	Date of passing Board Resolution	For Loans	
						Rate of Interest	Date of Maturity
1	2	3	4	5	6	7	8
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

TRANS MEDICARE LIMITED

Annexure – G

Disclosure of Particulars of Contracts / Arrangements entered into by the Company Form No.AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto 1. Contracts /arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are at arms length basis:

Sl.No.	Name (s) of the related party and nature of relationship	Nature of contracts /arrangements/trans actions	Duration of the contracts/ arrangements/ transa ctions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approved by the Board, if any:	Amount paid as advances, if any	Justification for entering into contracts
_____ NIL _____							

Annexure – H

CODE OF CONDUCT DECLARATION

Pursuant to 15(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 entered into with the stock exchange , I hereby declare that all the Board Members abd senior management personnel of the company have affirmed compliance with the code of conduct for the year ended March 31,2016.

By Order and on behalf of the Board

Haridass Ramesh
Director
DIN 00107388

Place : Hyderabad
Date : 07.12.2016

TRANS MEDICARE LIMITED

INDEPENDENT AUDITOR'S REPORT

**To the members of,
M/s. TRANS MEDICARE LIMITED,**

Report on the Financial Statements:

We have audited the accompanying financial statements of M/s. Trans Medicare Ltd, which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements, that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's management and Board of Directors, 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.

TRANS MEDICARE LIMITED

Basis for Qualified Opinion

- (1) Reference is invited to Note 8 of the financial statements. The Company has the trade investment in one of its associated company 'Trans Gel Industries Limited'. The investee company is continuously making losses since the last few years. Net book value of investments is negative as per the last audited balance sheet as on 31.03.2015.

“We are unable to ascertain the amount of impairment for this asset due to lack of sufficient information in relation to realizable value of this investment. Had the Company made a provision for the same, the profit for the period would have been lower by the provision for impairment amount.”

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, 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, 2016;
- b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. The companies (Auditors report) order, 2016 (as amended) (The order) issued by the central government of India in terms of Sub Section (11) of Section 143 of the companies Act 2013 is applicable to this company, refer to our separate report in “Annexure A”.

2. As required by section 143(3) of the Act, we further report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the applicable accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and

TRANS MEDICARE LIMITED

- g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013. Hence delay in depositing the amounts to the said fund is not applicable.

**For B. Srinivasa Rao & Co.,
Chartered Accountants
Firm Reg. No:008763S**

**CA B. SRINIVASA RAO
PARTNER
M.No : 205449**

**Place : Hyderabad
Date : 16/07/2016**

TRANS MEDICARE LIMITED

ANNEXURE-A TO AUDITORS' REPORT

Referred to in paragraph (1) under the heading "**Report on other Legal and Regulatory Requirements**" of our report of even date on the financial statements for the year ended March 31st 2016 of Trans Medicare Limited

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed asset;
- (b) The company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the company and the nature of its assets;
- (ii) (a) In the absence of inventory, it is not required to report as per paragraph 3 Clause (ii) of the said order.
- (iii) As informed, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act
- (iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the company and according to the information and explanations given to us, no major weakness has been noticed or reported.
- (v) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
- (vi) The company is not required to maintain the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Value added tax, cess and other material statutory dues have not been regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us, the following are the undisputed amounts payable in respect of Provident Fund, Income Tax, Wealth Tax, Service Tax, Sales Tax, Duty of Customs, Excise Duty, Value added tax and Other material statutory dues

TRANS MEDICARE LIMITED

were in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

Sl.No.	Nature of the dues	Amount (Rs)
1.	TDS Payable for FY 07-08	25,169
2.	TDS Payable for FY 09-10	1,194
3.	TDS Payable for FY 10-11	5,420
4.	TDS Payable for FY 15-16	8,980
	TOTAL	40,763

- (b) According to the information and explanations given to us, the following are no disputed dues relating to Wealth tax, Duty of Customs and Cess which have not been deposited with the appropriate authorities on account of any dispute.
- c) According to the information and explanations given to us there are no amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules there under.
- (viii) The Company has accumulated losses at the end of the financial year exceeding 50% of its net worth and has incurred cash losses in the financial year and has incurred cash losses in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of its dues to the financial institution including interest and principal as on 31st March 2016. The same has been closed by paying Rs. 36 lakhs pursuant to one time settlement vide letter dated 13.01.2016. The balance amount of Rs. 12,91,01,361 has been written off and added to reserves.
- (x) According to the information and explanations given to us, the company has given the following guarantees for loans taken by others from banks, and financial institutions

Sl. No.	Name of the Associated company (borrower)	Date of guarantee	Name of the lender	Amount	Status of loan
1	Nandini Industries India Pvt Ltd	24-12-2013	SBI	89.50 crores	NPA
2	Techtrans Construction India Pvt Ltd	18-06-2013	SBI	38.52 crores	NPA

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(xi) In our opinion, the term loans have been applied for the purpose for which they were raised.

(xii) According to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the course of our audit.

**For B. Srinivasa Rao & Co.,
Chartered Accountants
Firm Reg. No: 008763S**

**CA B. SRINIVASA RAO
PARTNER
M.No: 205449**

**Place : Hyderabad
Date : 16/07/2016**

TRANS MEDICARE LIMITED

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s. TRANS MEDICARE LIMITED** ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

TRANS MEDICARE LIMITED

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

B. Srinivasa Rao & Co.,
Chartered Accountants
FRN: 008763S

CA B. SRINIVASA RAO
PARTNER
M.No: 205449

Place: Hyderabad
Date: 16/07/2016

TRANS MEDICARE LIMITED

TRANS MEDICARE LIMITED					
H.No. 3-179/NR, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081					
BALANCE SHEET AS ON 31.03.2016					
	PARTICULARS	Note No.	As at 31.03.2016		As at 31.03.2015
I.	EQUITY AND LIABILITIES				
1.	Shareholder's funds				
	(a) Share Capital	3	51,587,500		51,587,500
	(b) Reserves and Surplus	4	(107,424,690)		(235,122,169)
	(c) Money received against share warrants		-		-
				(55,837,190)	(183,534,669)
2.	Share application money pending allotment			-	-
3.	Non- current liabilities				
	(a) Long-term borrowings	5	88,075,187		216,198,918
	(b) Deferred Tax liabilities (Net)		-		-
	(c) Other Long term liabilities		-		-
	(d) Long-term Provisions		-		-
				88,075,187	216,198,918
4.	Current Liabilities				
	(a) Short term borrowings		-		-
	(b) Trade payables		-		-
	(c) Other current liabilities	6	376,922		286,265
	(d) Short term provisions		-		-
				376,922	286,265
	TOTAL			32,614,919	32,950,514
II	ASSETS				
1.	Non-current assets				
	(a) Fixed assets				
	(i) Tangible assets	7	2,841,184		3,152,967
	(ii) Intangible assets		-		-
	(iii) Capital work-in-progress		66,826		66,826
	(iv) Intangible assets under development		-		-
	(b) Non-current investments	8	29,500,000		29,500,000
	(c) Deferred tax assets (net)		-		-
	(d) Long-term loans and advances		-		-
	(e) Other non-current assets		-		-
				32,408,010	32,719,793
2.	Current assets				
	(a) Current investments		-		-
	(b) Inventories		-		-
	(c) Trade receivables		-		-
	(d) Cash and Cash equivalents	9	56,909		80,721
	(e) Short-term loans and advances	10	150,000		150,000
	(f) Other current assets		-		-
				206,909	230,721
	TOTAL			32,614,919	32,950,514

Notes,statements on accounting policies form an integral part of Balance Sheet
As per our report of even date
For B. Srinivasa Rao & co.,
Chartered Accountants
FRN: 008763S

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

B. Srinivasa Rao
Partner
M.No.205449

H. Ramesh
Director
DIN:00107388

Urvashi Ramesh
Director
DIN:02458629

Place : Hyderabad
Date: 16/07/2016

TRANS MEDICARE LIMITED

TRANS MEDICARE LIMITED						
H.No. 3-179/NR, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081						
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2016						
	PARTICULARS	Note No.	31.03.2016		31.03.2015	
I	Revenue from operations		-		-	
II	Other Income		-		-	
III	Total Revenue (I + II)					
IV	Expenses					
	Cost of Materials Consumed		-		-	
	Purchases of Stock in Trade		-		-	
	Changes in inventories of finished goods, work-in-progress and stock-in-trade		-		-	
	Directors remuneration		-		-	
	Employee benefits expense		-		-	
	Finance Costs		-		-	
	Depreciation and amortization expense	7	311,782		421,895	
	Other expenses	11	1,092,099		2,042,901	
	Total Expense			1,403,881		2,464,796
V	Profit before exceptional, extraordinary and prior period items and tax (III-IV)			(1,403,881)		(2,464,796)
VI	Exceptional Items			-		-
VII	Profit before extraordinary, prior period items and tax (V-VI)			(1,403,881)		(2,464,796)
VIII	Extraordinary items			-		-
IX	Profit before prior period items and tax (VII-VIII)			(1,403,881)		(2,464,796)
X	Prior Period Items	12				14,804,925
XI	Profit before tax (IX-X)			(1,403,881)		(17,269,721)
XII	Tax expense:					
	(1) Current tax		-		-	
	(2) Deferred tax		-		-	
XIII	Profit/(Loss) for the period from continuing operations (XI - XII)			(1,403,881)		(17,269,721)
XIV	Profit/(Loss) for the period from discontinuing operations					
XV	Tax expense of discontinuing operations					
XVI	Profit/(Loss) from discontinuing operations (after tax) (XIV-XV)					
XVII	Profit/(Loss) for the period (XIII + XVI)			(1,403,881)		(17,269,721)
XVIII	Earnings per equity share:					
	(1) Basic			(0.27)		(3.35)
	(2) Diluted					
Notes,statements on accounting policies form an integral part of Profit and Loss Account						
As per our report of even date			For and on behalf of the Board			
For B. Srinivasa Rao & co.,			M/s. Trans Medicare Limited			
Chartered Accountants						
FRN: 0087635						
B. Srinivasa Rao			H. Ramesh Urvashi Ramesh			
Partner			Director Director			
M.No.205449			DIN:0010738; DIN:02458629			
Place : Hyderabad						
Date: 16/07/2016						

TRANS MEDICARE LIMITED

TRANS MEDICARE LIMITED				
H.No. 3-179/NR, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad -500081				
CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2016 (using indirect method)				
Particulars	For the year ended 31 March, 2016		For the year ended 31 March, 2015	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		(1,403,881)		(17,269,721)
<u>Adjustments for:</u>				
Depreciation and amortisation	311,782		421,895.00	
Provision for impairment of fixed assets and intangibles	-		14,727,866.00	
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	-		-	
		311,782		15,149,761
Operating profit / (loss) before working capital changes		(1,092,099)		(2,119,960)
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	-		-	
Trade receivables	-		-	
Short-term loans and advances	-		321,321	
Long-term loans and advances	-		-	
Other current assets	-		-	
Other non-current assets	-		-	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	-		-	
Other current liabilities	90,657		172,419	
Long-term provisions	-		-	
		90,657		493,740
Cash flow from extraordinary items		(1,001,442)		(1,626,220)
Cash generated from operations		-		-
Net income tax (paid) / refunds		(1,001,442)		(1,626,220)
		-		-
Net cash flow from / (used in) operating activities (A)		(1,001,442)		(1,626,220)
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	(128,123,731)		1,564,666	
Tax on dividend	-		-	
	(128,123,731)		1,564,666	
Cash flow from extraordinary items	129,101,361	977,630	-	1,564,666
Net cash flow from / (used in) financing activities (C)		977,630		1,564,666
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(23,812)		(61,554)
Cash and cash equivalents at the beginning of the year		80,721		142,275
Effect of exchange differences on restatement of foreign		-		-
Cash and cash equivalents at the end of the year		56,909		80,721
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				
In terms of our report attached.				
For B. Srinivasa Rao & Co.,		For & on behalf of the Board of Directors		
Chartered Accountants		For Trans Medicare Limited		
FRN: 008763S				
B. Srinivasa Rao		H. Ramesh		Urvashi Ramesh
Partner		Director		Director
M.No.205449		DIN:00107388		DIN:02458629
Place : Hyderabad				
Date : 16/07/2016				

TRANS MEDICARE LIMITED

Notes on financial statements for the year ended 31st March, 2016

1. HISTORY:

M/s Trans Medicare Limited was incorporated on 3rd day of January, 1989 and having its registered office at H.No.3-179/NR, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081.

The Company is engaged in the business of Manufacture of Pharmaceutical formulations like Tables, Capsules, Liquid orals, Ointments etc. and to deal, export & import, all such pharmaceutical cosmetics and related Products, organic or inorganic chemicals, bulk drugs, drug intermediates, dyes, dye-intermediates pharmaceutical formulations and any other related products. buy, sell, export, import keep, store, merchandise, trade and deal in chemicals, bulk, drugs, drug intermediates, pharmaceuticals, dyes, fuel coal power and any other goods or articles.

2. SIGNIFICANT ACCOUNTING POLICIES:

A) Basis of Preparation of Financial Statements:

The Financial Statements are prepared on going concern assumption and under the historical cost convention, except for certain fixed assets which are revalued in accordance with Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013.

B) Use of Estimates:

The preparation of financial statements requires certain estimates and assumption to be made that effect the reported amount of assets and liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

C) Fixed Assets:

Fixed assets are stated at cost net of cenvat / value added tax and includes amounts added on revaluation, less accumulated depreciation, and impairment of loss, if any. All costs including financing costs till commencement of production, net changes on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalised.

D) Investments:

Long-term investments are usually carried at cost. However, when there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline. Indicators of the value of an investment are obtained by reference to its market value, the investee's assets and results and the expected cash flows from the investment. The current investments are valued at lower of cost and fair value.

TRANS MEDICARE LIMITED

E) Depreciation:

From the FY 2014-15, the depreciation is systematically allocated over the useful life of an asset as specified in part C of schedule II of Companies Act, 2013.

F) Impairment of Asset:

The Carrying amount of asset is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. The recoverable amount is the greater of the asset's net selling price and value in use, which is determined based on the estimated future cash flow discounted to their present values. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment loss is reversed if there is change in the estimates used to determine the recoverable amount.

G) Inventories

Items of inventories are valued at lower of cost or net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of raw material is determined on weighted average method. Scrap is valued at estimated realisable value. As on 31-03-2016 the company has no inventory.

H) Foreign Currency Transactions:

Foreign Currency Transactions are recorded at the exchange rates prevailing at the transaction date. Current Assets and Current Liabilities relating to Foreign Currency Transactions remaining unsettled at the Balance Sheet date are translated at the yearend rates. The resulting gain / loss, if any, is recognised in Profit & Loss Account. As per the Notification issued by MCA, the Exchange Fluctuation arising on reporting of Long Term Foreign Currency Monetary items which is related to Depreciable Assets is charged off to Profit & Loss account.

I) Revenue Recognition:

Sales are recognised on the basis of despatch of goods. In respect of Export Sales, the revenue is recognised on the basis of Bill of Lading. Miscellaneous sales are recognised on the basis of despatch of goods. Other income such as interest etc., are recognised on time proportionate basis. During the year the company has not earned any income.

J) Employee Benefits:

There are no employees on role during the year. So no provision for employee benefits is required as per AS -15 Employee Benefits.

K) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily

TRANS MEDICARE LIMITED

substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue. During the year no borrowing costs are eligible for capitalization.

L) Provision for Current and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible and applicability of Minimum Alternate Tax under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is not recognised in the books as matter of prudence. During the year there is no need to make the provision for current tax due to losses.

M) Research and Development:

Capital expenditure incurred has been disclosed under their natural heads of account and revenue expenditure incurred is charged off as a distinct item in the Profit and Loss account. No amount was incurred by the company during the year under this head.

N) Claims:

Claims by and against the company, including liquidated damages, are recognised on acceptance basis.

O) Prior Period items:

Prior period items are income or expenses which arise in the current period as a result of errors or omissions in the preparation of the financial statements of one or more prior periods. Please refer to Note 14 for the details in this regard.

NOTE NO.3: SHARE CAPITAL		
	(Amount in `)	
	31.03.2016	31.03.2015
Authorised: 52,50,000 Equity shares of ` 10/- each	5,25,00,000.00	5,25,00,000.00
Issued:	5,22,75,000.00	5,22,75,000.00
Subscribed and Fully paid up: 51,58,750 Equity Shares of ` 10/- each	5,15,87,500.00	5,15,87,500.00
Less: Calls In Arrears	-	-
Share Application money	-	-

TRANS MEDICARE LIMITED

Reconciliation of number of shares				
	As at 31st March 2016		As at 31st March 2015	
	No of Shares	Amount in Rs	No of Shares	Amount in Rs
Equity shares				
Opening balance	51,58,750.00	515,87,500.00	51,58,750.00	515,87,500.00
Changes during the year	-	-	-	-
Closing balance	51,58,750.00	515,87,500.00	51,58,750.00	515,87,500.00

Disclosure:

- 1) All the equity shares carry equal rights and obligations including for dividend and with respect to voting
- 2) Details of Shareholders holding more than 5% Shares:

Name	2015-16		2014-15	
	No. of Shares	%	No. of Shares	%
Haridass Ramesh	10,46,950	20.29%	10,46,950	20.29%

NOTE No.4: RESERVES AND SURPLUS

(Amount in Rs.)

	31.03.2016	31.03.2015
Capital Reserve:		
Capital Subsidy	20,00,000.00	20,00,000.00
Revaluation Reserve	-	-
General Reserve:		
Balance at the beginning of the year	3,55,878.00	3,55,878.00
Add: Transfer to Surplus	-	-
Balance at the closing of the year	3,55,878.00	3,55,878.00
Surplus		
Balance brought forward from previous year	(23,74,78,048.00)	(21,52,52,460)
Less: write off of WDV in respect of assets whose useful life is over	-	(49,55,866.00)
Add: MSFC Loan term loan written off(one time settlement)	12,91,01,361.00	
Add / (Less): Transfer from Statement of Profit and Loss for the year	(14,03,881.00)	(1,72,69,721.00)

TRANS MEDICARE LIMITED

Balance Available for Appropriations	(10,97,80,568.00)	(23,74,78,0
Appropriations:		
Less: Provision for Dividend	-	-
Provision for Tax on Dividend	-	-
Transfer from General Reserve	-	-
Balance carried forward to next year	(10,97,80,568.00)	(23,74,78,0
		47 00)
TOTAL RESERVES AND SURPLUS	(10,74,24,690.00)	(23,51,22,1
		69.00)

NOTE NO.5: LONG TERM BORROWINGS

(Amount in `)

PARTICULARS	31.03.2016	31.03.2015
SECURED LOANS		
Term Loan From MAHARASHTRA STATE FINANCIAL CORPORATION	-	13,27,01,361.00
TOTAL SECURED LOANS	-	13,27,01,361.00
UNSECURED LOANS		
From Related Parties	69,605,169.00	65,027,539.00
From Directors	18,470,018.00	18,470,018.00
TOTAL UNSECURED LOANS	88,075,187.00	83,497,557.00
TOTAL	88,075,187.00	216,198,918.00

Disclosures:

Terms & Conditions of the above loans are as follows:

Secured Loans:

Secured term loan from Maharashtra State Financial corporation has been closed by paying Rs. 36 lakhs pursuant to one time settlement vide letter dated 13.01.2016. The balance amount of Rs. 12,91,01,361 has been written off and added to reserves.

Unsecured Loans:

All the unsecured loans are from group companies and KMP and entities belonging to the KMP. All are non interest bearing and no terms and conditions are stipulated with respect to repayment of these loans.

NOTE NO.6: OTHER CURRENT LIABILITIES	(Amount in `)	
	31.03.2016	31.03.2015
Other Payables	376,922.00	286,265.00
	376,922.00	286,265.00

TRANS MEDICARE LIMITED

NOTE NO.7: FIXED ASSETS

(Amount in `)

GROSS BLOCK					ACCUMULATED DEPRECIATION				NET BLOCK	
NAME OF THE ASSET	Cost As on 01.04.2015	ADDITIONS DURING THE YEAR	SOLD/DED DURING THE YEAR	Cost AS AT 31.03.16	UP TO 01.04.15	FOR THE YEAR DEPRECIATION	DEDUCTIONS DURING THE YEAR	AS AT 31.03.16	AS AT 31.03.16	AS AT 31.03.15
1. TANGIBLE FIXED ASSETS										
LAND BUILDINGS	1,991,766	-	-	1,991,766	-	311,782	-	-	1,991,766	1,991,766
	12,177,661	-	-	12,177,661	11,016,461			11,328,243	849,418	1,161,200
2. CAPITAL WORKS IN PROGRESS (C WIP)										
	66,826			66,826	-	-	-	-	66,826	66,826
TOTAL	14,236,253	-	-	14,236,253	11,016,461	311,782	-	11,328,243	2,908,010	3,219,793
PREVIOUS YEAR	14,236,253	-	-	14,236,253	5,949,571	421,895		11,016,460	3,219,793	3,219,793

The following table shows the details of the same.

Nature of Asset	Useful life in years (As per schedule II)	Remaining useful life	Residual value
Factory Buildings	30 years	Not Lapsed (balance useful life of 5.04years)	2 % of the original cost i.e. ` 2,43,553

TRANS MEDICARE LIMITED

NOTE NO.8: NON CURRENT INVESTMENTS		(Amount in `)	
PARTICULARS	31.03.2016	31.03.2015	
Trade Investments (Unquoted, at cost)			
Investments in Equity Instruments of Associate Company	29,500,000.00	29,500,000.00	
(29,50,000 Equity shares of `10 each in TRANS GEL INDUSTRIES LIMITED)			
Less: Permanent Decline in the value of investment	-	-	
Total Carrying value of investment as on 31-03-2016	29,500,000.00	29,500,000.00	

Disclosures: The Company has the long term investment in one of its associated company named '**Trans Gel Industries Limited**'. The cost of investment was ` 2,95,00,000 (29,50,000 equity shares of `10 each). The company is continuously incurring losses from the last few years.

As per AS-13 Accounting for Investments, when there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline. As the investee company is continuously incurring losses for the past few years and there is no certainty that the company may earn profits in the future years, this is the decline other than temporary in value of investment.

As it is an unquoted investment, the fair value share may be considered as net book value/ net realisable value. Based on the audited balance sheet as on 31-03-2015 (as Audited Balance Sheet as on 31-03-2016 is not available) the net book value of investment is negative. The management has not estimated the net realisable value of the investment and no provision is made for this decline other than temporary in value of investment.

NOTE NO.9: CASH AND BANK BALANCES		(Amount in `)	
	31.03.2016	31.03.2015	
Cash and Cash Equivalents			
Cash on Hand	28,773.00	36,451.00	
Balances with Banks in Current Accounts	28,136.00	44,270.00	
	56,909.00	80,721.00	

NOTE NO.10: SHORT TERM LOANS AND ADVANCES		(Amount in `)	
	31.03.2016	31.03.2015	
Other Advances	150,000.00	1,50,000.00	
	150,000.00	1,50,000.00	

TRANS MEDICARE LIMITED

NOTE NO.11: OTHER EXPENSES		(Amount in `)	
PARTICULARS	31.03.2016	31.03.2015	
Bank Charges	1,000.00	1,318.00	
Power and fuel	12,403.00	18,903.00	
Factory maintenance	650.00	30,000.00	
Advertisement charges	44,549.00	29,852.00	
Insurance	-	3,921.00	
Rates and taxes	10,000.00	3,275.00	
Security Charges	156,000.00	156,000.00	
Interest on TDS	7,487.00	2,373.00	
Revocation Fee	-	-	
Travelling and conveyance	1,170.00	920.00	
Printing and stationery	95,256.00	25,930.00	
Listing Fee	224,720.00	112,360.00	
Legal and professional	225,776.00	774,552.00	
Website charges	4,160.00	4,160.00	
Audit Fee	75,000.00	75,000.00	
Miscellaneous Expenses	-	4,356.00	
E voting Charges	44,128.00	17,471.00	
Merger related Expenses		637,360.00	
Capital redemption fee	114,000.00	-	
Postage & Courier	56,200.00	42,150.00	
Sitting Fee	2000.00	7,000.00	
General Expenses	17,600.00	96,000.00	
TOTAL	1,092,099.00	2,042,901.00	

NOTE NO.12: PRIOR PERIOD ITEMS		(Amount in `)	
PARTICULARS	31.03.2016	31.03.2015	

Prior period income was Nil.

The following are the details of prior period expenses

a)SECURITY DEPOSITS

The following security deposits made with various authorities are written of completely due to their non recoverability nature.

TRANS MEDICARE LIMITED

Deposit Apsfc	-	5,000.00
Deposit Electricity	-	1,500.00
Deposit Electricity Lopl	-	124,720.00
Deposit Fax	-	500.00
Deposit Lease Rent Lmc	-	156,328.00
Deposit Others	-	12,000.00
Deposit S T	-	7,000.00
Deposit Telephone	-	52,800.00
E D Deposit	-	88.00
Modavat Receivable	-	6.00
Total	-	359,942.00

b)ADVANCES

The following advances made with various parties are written of completely due to their long outstanding and non recoverability nature.

<i>For Air handling Plant</i>	-	1,380.00
<i>For Boiler Plant</i>	-	158,000.00
<i>For Land</i>	-	41,000.00
<i>For Lease Rent</i>	-	179,805.00
<i>For Machinery</i>	-	18,282.00
<i>For Preliminary Exp</i>	-	47,225.00
<i>For Suppliers</i>	-	806,977.00
<i>Other Advance</i>	-	1,500,000.00
<i>Other advances</i>	-	1,350,000.00
Total	-	4,102,669.00

c)Non-Current Trade Receivables

The trade receivables are outstanding from SPIC since long time and same are written off completely due to their non recoverability nature.

Trade Receivables from SPIC	-	2,345,800.00
Total	-	2,345,800.00

d)BANK BALANCES

The following bank balances are written as they cannot be identified since the takeover in the year 1992.

Bank of India	-	8,015.00
Citi Bank 4557	-	21,055.00
Federal Bank - Chennai	-	23,448.00
Federal Bank - Mumbai	-	24,541.00
Total	-	77,059.00

TRANS MEDICARE LIMITED

e) CAPITAL WORKS IN PROGRESS

f) Other Prior period expenses	-	-
g) Prior period Depreciation on building	-	46,44,994.00
Total Prior period Expenses (a+b+c+d+e+f+g)	-	46,44,994.00

13. CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for):

i) Contingent Liabilities

The company has given the **corporate guarantee** in connection with the loan taken by the following two associated companies.

Sl. No.	Name of the Associated company	Date of guarantee	Name of the lender	Amount	Status of loan
1	Nandini Industries India Pvt Ltd	24-12-2013	SBI	89.50crores	NPA
2	Techtrans Construction India Pvt Ltd	18-06-2013	SBI	38.52crores	NPA

Particulars of property charged: Extension of EM on land along with factory building admeasuring 2 acres in plot no. 11/4, IDA, NACHARAM, RR DIST standing in the name of the Company.

ii) Commitment against capital contracts yet to be executed - Nil

iii) Commitment against revenue contracts yet to be executed - Nil

NOTE NO.14: Earning Per Share:		(Amount in `)
PARTICULARS	31.03.2016	31.03.2015
Total No. of Shares	5,158,750.00	5,158,750.00
Profit after Taxes and exceptional items	(14,03,881.00)	(17,269,721.00)
Earnings per share Basic & Diluted (₹ per share)	(0.27)	(3.35)

15. Segment Reporting:

As the Company has only one business and geo graphical segment, So Segment reporting as per AS-17 is not Applicable.

16. A) In accordance with the Accounting Standard No.18, the details of related party

transactions are as follows:

(Amount in `)

The following are the list of associated companies as per AS-18. There are no subsidiaries or joint venture to the **TRANS MEDICARELIMITED**.

TRANS MEDICARE LIMITED

Name of the Company	Relationship	Nature of Transaction	Transaction amount during the year	Amount outstanding as on 31.03.2016
Nandini Industries India Pvt Ltd	Two of the Directors are common	unsecured loan	8,29,032	43,27,411.00
Transfreight Marine Services Private Limited	Two of the Directors are common	unsecured loan		3,44,319.00
New Heaven Chemicals Limited	A Key Managerial Person in common			
Trans freight Shipping Services	sole proprietorship owned by Director	unsecured loan	37,48,598	30,068,134.00
New Horizon Ind Ventures Pvt Ltd	Two of the Directors are common	unsecured loan		66,472.00
New Savera Projects Pvt Ltd	A Key Managerial Person in common			
Trans Gel Industries Limited	Two of the Directors are common	unsecured loan		69,97,903.00
Girija Agri Chemicals Ltd	Two of the Directors are common	unsecured loan		278,00,930.00
Isha Natural & Herbal Products Pvt.Ltd.	Two of the Directors are common			0

B) Remuneration to Directors included under the head Employee Benefits Expense is as follows:
(Amount in `)

Sl. No.	Particulars of The Party	Relationship	Nature of Transactions	31.03.16	31.03.15
A	RAMESH HARIDASS	KEY MANAGERIAL PERSON	Remuneration to Director	-	-
B	URVASHI RAMESH	KEY MANAGERIAL PERSON	Remuneration to Director	-	-

17. Additional information pursuant to Note 5 of Part II of the Schedule III of the Companies Act, 2013:

A) TURNOVER OPENING AND CLOSING STOCK:

B) WORK IN PROGRESS

Sl. No	Class of Goods	Opening Stock As At 01.04.2015	Closing Stock As At 31.03.2016	Turnover 31.03.2016
		Amount in `	Amount in `	Amount in `
A	DRUG FORMULATIONS	Nil	Nil	Nil

TRANS MEDICARE LIMITED

	FOR HUMAN CONSUMPTION (Tablets, Liquid Oils, Ointments etc...)			
	TOTAL	Nil	Nil	Nil

Sl. No	Class of Goods	Opening Stock As At 01.04.2015	Closing Stock As At 31.03.2016
		Amount in `	Amount in `
A	DRUG FORMULATIONS FOR HUMAN CONSUMPTION (Tablets, Liquid Oils, Ointments etc...)	Nil	Nil
	TOTAL	Nil	Nil

NOTE no		31.03.2016		31.03.2015	
			Amount in `		Amount in `
18.	CIF VALUE OF IMPORTS Raw Materials Stores, Spares and Tools		Nil Nil		Nil Nil
19.	RAW MATERIAL CONSUMPTION Casing and Production Tubing Drill Pipes		Nil Nil		Nil Nil
20.	RAW MATERIAL CONSUMPTION Imported Indigenous	%		%	
		Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
21.	STORES, SPARES & TOOLS Imported Indigenous				
		Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
22.	EXPENDITURE IN FOREIGN CURRENCY Travelling Royalty, Agency Commission Interest Others				
			Nil		Nil
			Nil		Nil
			Nil		Nil
23.	EARNINGS IN FOREIGN FOB value of Exports Domestic Sales (Deemed Exports)		Nil Nil		Nil Nil

TRANS MEDICARE LIMITED

24. Remuneration to Auditor (excluding service tax): (Amount in `)

Particulars	2015-16	2014-15
As Auditor	65,217	66,750
For Taxation Matters	-	-
For Other Services	-	-

25. Note on Consolidated Financial Statements:

Based on our observations the TRANS MEDICARE LIMITED (TML) has 22.82 % shareholding interest (direct interest) in TRANS GEL INDUSTRIES LIMITED. So, it is the associate company and the TML has to prepare the consolidated financial statements as per section 129 (3). So consolidated financial statements of TML has been prepared for the FY 2015-16.

26. The has made a petition to high court of Hyderabad to sanction the scheme of arrangements under sec 391 and 394 of companies Act, 1956. The said petition was disposed on 16.12.2015 by giving directions to the ROC for its comments on scheme.

27. Previous year figures have been regrouped / re arranged / reclassified wherever considered necessary to conform to the classification of the current year.

**For B.Srinivasa Rao &Co.,
Chartered Accountants
FRN: 008763S**

**For and on behalf of the Board
Trans Medicare Limited**

**B.Srinivasa Rao
Partner
M.No. 205449**

**H. Ramesh
Director
DIN:00107388**

**U. Ramesh
Director
DIN:02458629**

TRANS MEDICARE LIMITED

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

The Ministry of Corporate Affairs(MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices/annual reportsetc.through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in Physical mode are requested to intimate their e-mail address at which they would like to receive the above documents.electronically, either to the company or to its

TRANS MEDICARE LIMITED

Registrar and Share Transfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Adroit Corporate Services Private Limited or to the Company.

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

(pursuant to circulars no.17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011)

To,
Bigshare Services Private Limited
306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital,
Raj Bhavan road, Somajiguda, Hyderabad-500 082.

Dear Sir,
I/we shareholder (s) of TRANS MEDICARE LIMITED, agree to receive all notices and documents including the Annual reports, Notices of General meeting and other Shareholders Communications in electronic mode (through email).

I/We request you to kindly register my/ our below mentioned email id in the Company's records for sending such communication through email.

Folio No..... / DP ID No.* And Client ID No.*

*Applicable for members holding shares in electronic form

Name of the Sole/ First Shareholder :
Name of the Joint Shareholders(if any) :
No. of Shares held :
Email id for receipt of document :
in Electronic mode

Date : Place :

Signature:
(Sole/First Shareholder)

Note:

- Shareholders are requested to inform the Company's Registrar and Share Transfer Agents Bigshare Services Private Limited as and when there is change in their registered email-id.
- For Shares held in Demat form, Shareholders are also requested to inform/update their email-ids to their respective Depository Participants.

TRANS MEDICARE LIMITED

CIN : L24230AP1989PLC009458

Regd Office : H.No.3-179/NR, Plot NO.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur,
Hyderabad-500081. website:www.transmedicare.co.in

(To be handed over at entrance of the Meeting Venue)

ATTENDANCE SLIP

Regd.Folio No./DPID-Client ID No.....

TRANS MEDICARE LIMITED

SHAREHOLDER'S NAME :
(in Block Capitals)

In case of Proxy
NAME OF PROXY :

No. of Shares held :

I certify that iam a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the **27th ANNUAL GENERAL MEETING of the Company held on Saturday, 31st December, 2016 AT 02:00p.m.** at H.No.3-179/Nr, Plot No.179,Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081.

Signature of Shareholder/s/Proxy

* Applicable for investors holding shares in Electronic Form.

Note : Please bring this Attendance Slip when coming to 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

FORM NO. MGT-11

PROXY FORM

TRANS MEDICARE LIMITED

(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./DPID-Client ID No.....

I/We of in the district ofbearing a member/members of Trans Medicare Limited hereby appoint of..... In the district of or failing him/her..... ofin the district ofas my/our proxy to vote for me/us on my/our behalf at the Annual General meeting of the Company to be held on Saturday 31st December, 2016 at 02:00p.m. at H.No.3-179/NR, Plot NO.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081.

Signed this day of 2016

.....
Signature of shareholders

.....

Signature of Proxy holder(s)

Affix a 1
Rupee
Revenue
Stamp

Note: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.the proxy need not be a member of the Company.

.....

Form No.MGT-12

Polling Paper

(Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)© of the Companies (Management and administration) Rules, 2014)

Name of the Company : TRANS MEDICARE LIMITED

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

TRANS MEDICARE LIMITED

website : www.transmedicare.co.in

CIN : L24230AP1989PLC009458

BALLOT PAPER

S.No.	Particulars	Details
1	Name of the first named shareholder(in Block Letters)	
2	Postal address	
3	Registered Folio No./ * DP ID and Client ID no.(* applicable to investors holding shares in dematerialisation form)	
4	Class of shares	Equity Shares

I hereby exercise my vote in respect of the Ordinary Resolution(s)/Special Resolution (s) enumerated below by recording my assent or dissent to the said resolutions in the following manner:

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, 2016 and the reports of the Board of Directors and Auditors thereon.	Ordinary		
2	To appoint a director in the place of Mr. Haridass Ramesh, who retires by rotation, and being eligible, offers herself for re-appointment.	Ordinary		
3.	To appoint M/s. Y.Raghuram & Co. Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration. “ 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. Y.Raghuram & Co., Chartered Accountants, (Firm Reg No.0094155) 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 Thirty Second AGM of the Company to be held in the year 2021 (subject to ratification of their appointment at every AGM), on such remuneration as shall be fixed by the Board of Directors.	Ordinary		

Place :

Date :

(* as per Company records)

(Signature of the Member)

BOOK-POST

if undelivered please return to :

TRANS MEDICARE LIMITED

H.NO.3-179/NR, Plot No.179,
Guttalabegampet-S1, Phase II,
Kavuri Hills, Madhapur,
Hyderabad-500081,
Telangana, India.

