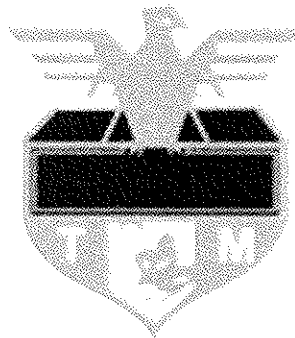


28th ANNUAL REPORT

2016-2017



TRANS MEDICARE LIMITED

TRANS MEDICARE LIMITED

28th ANNUAL GENERAL MEETING

Date : 29th September, 2017

Day : Friday

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. Y.Raghuram & Co,
Chartered Accountants
Hyderabad
TELANGANA, India

Registered & Corporate Office:

PlotNo.118, Phase -I
Kamalapur, 8-3-833/118,
Srinagar Colony, Hyderabad-500 073
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
Hyderaabd-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

TRANS MEDICARE LIMITED

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of M/s. Trans Medicare Limited will be held on **Friday 29th September, 2017** at H.No.3-179/NR, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081, Telangana - at 02.00 P.M to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF AUDITED ACCOUNTS AND REPORTS

To receive, consider and adopt the Balance Sheet as at 31st March, 2017 and Profit and Loss A/c for the year ended, as on that date and the Directors Report and Auditor's Report thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint a director in the place of Mrs. Urvashi 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 M/S Brahmayya & Co, Chartered Accountants, Hyderabad, Firm Registration No 0000513S be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors. "

SPECIAL BUSINESS

4. CHANGE IN NAME OF THE COMPANY

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

"RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, relevant rules made there under and other applicable enactments, as amended from time to time and subject to the approval of the Central Government, the Members of the Company hereby accord their approval for changing the name of the Company from "Trans Medicare Limited to " New Heaven Enterprises Limited " or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.

RESOLVED FURTHER THAT upon the change of name of the Company becoming effective, the name "Trans Medicare Limited' wherever it occurs in the Memorandum and Articles of Association be substituted by the name "New Heaven Enterprises Limited" or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.

TRANS MEDICARE LIMITED

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to make necessary application(s) with the Central Government / Registrar of Companies, Andhra Pradesh and Telangana for seeking their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this Resolution in the best interests of the Company."

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

Sd/-
(Haridass Ramesh)
Director

Place : Hyderabad
Date :14-08-2017

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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Register of members and share transfer books of the company will remain closed from 26-09-2017 to 29-09-2017 (both days inclusive).
3. Members / Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
4. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
5. As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, ***may furnish the required details to the Company in prescribed form.***
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, Bigshare Services Pvt Ltd, 306, Right Wing, Amruta Ville, Opp Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad 500082.
7. Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Notice of the 28th Annual General

Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website info@transmedicare.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection between 2:00 p.m. to 4:00 p.m. on all working days from Monday to Friday. Even after registering for E-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company or to its Registrar and Share Transfer Agent, at the following Email ID : bsshyd@bigshareonline.com / info@transmedicare.co.in

TRANS MEDICARE LIMITED

8. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 28th Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of M/s. National Depository Services Limited (NDSL) as the authorized agency to provide the e-voting facility.

The detailed instructions for E-voting are given herebelow.

9. Members are requested to quote their Registered Folio No. on all correspondence(s) with the Company.

Mr. S. S. Marthi (Membership No.FCS 1989), Practicing Company Secretary, is appointed as scrutinizer to conduct E-voting.

E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2017 at 09.00 a.m. and ends on 28th September, 2017 at 5.00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017 (cut off date), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)] :

TRANS MEDICARE LIMITED

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Trans Medicare Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to spcspl@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is pasted as below/at the bottom of the Attendance Slip for the AGM)

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
107888	-	-

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

TRANS MEDICARE LIMITED

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. S.S. Marthi, Company Secretary (Membership No. FCS 1989) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company info@transmedicare.co.in and on the website of NSDL immediately after the

TRANS MEDICARE LIMITED

declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board of Directors
For Trans Medicare Limited

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

Place : Hyderabad
Date : 14.08.2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

CHANGE IN NAME OF THE COMPANY

For Sometime past the Directors have been giving a thought to change the name of the company.

The Company has already applied to the Registrar of Companies about the availability of new name " New Heaven Chemicals Limited " or any other name as approved by the Registrar of Companies for registration under Sections 4,13 and other applicable provisions if any of the Companies Act, 2013, and subject to the resolution being passed an application will be made to the Central Government for approval of the change of name under Section 4,13 of the Act.

If the change of name is approved, share certificates already issued will not be called in only for the purpose of exchange into certificates bearing the new name, but will be so exchanged as and when the existing certificates come into the possession of the company and in the meantime the existing certificates will continue to be accepted for all purposes as indicating entitlement to shares of the Company.

No Director or Key Managerial Personnel of the company has any interest in the resolution except as a member, if any, of the Company.

TRANS MEDICARE LIMITED

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	Mrs. Urvashi Ramesh
Date of birth	26.01.1970
Date of Appointment	01.03.2004
Qualifications	B.S.C (Psychology)
Expertise in specific functional areas	14 years of Experience as Executive Director
List of Companies in which outside Directorships held as on 31.03.2017	8
Chairman/Member of the *Committees of other Companies on which he/she is a Director as on 31.03.2017	NIL

TRANS MEDICARE LIMITED

DIRECTOR'S REPORT

To The Members

The Directors have pleasure in presenting before you the Twenty Eighth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

Financial High Lights

(Rs. In Lakhs)		
Particulars	2016-2017	2015-2016
Net Sales / Income	0.00	0.00
Total Expenditure	10.3	14.03
Gross Operating Profit	(10.3)	(14.03)
Interest and Finance charges	0.00	0.00
Depreciation	2.26	3.11
Loss on sale of Assets	(10.3)	(14.03)
Profit before Tax / loss	0.00	0.00
Provision for Tax	(10.3)	(14.03)
Net Profit / Loss	0.00	0.00
Paid-up Equity share capital	515.87	515.87
Reserves Excluding Revaluation Reserves	(1084.6)	(1074.2)
Earnings Per Share	(0.20)	(0.27)

DIVIDEND

As the Company did not earn distributable profits the Board of Directors did not recommend any dividend for the financial year under review. There is no amount pending to be transferred to the Investor Education and Protection Fund since the company did not declare any dividend for the last 10 years.

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. Y. Raghuram & 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 Shares of the company are listed on the Bombay Stock Exchange. It has paid the Annual Listing Fee for the year 2017-18 and is in the process of paying the same.

DEMATERIALISATION OF SHARES

23.76% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2017 and the balance 76.24 % is in physical form. The Company's Registrars are M/S Big Share Services Pvt Ltd, 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana-500 082.

BOARD MEETINGS

The Board during the financial year 2016-17 met four times. Detailed information regarding the meetings of the Board is included in the report on Corporate Governance, which forms part of the Board's Report.

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 performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

TRANS MEDICARE LIMITED

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.

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 for the year ended 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same period;
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are 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.

TRANS MEDICARE LIMITED

RISK MANAGEMENT POLICY OF THE COMPANY

The Company has formulated and adopted a risk management policy at its Board Meeting. As per the policy, the management continues to review and assess the risk and also the steps for mitigating the same.

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 DIRECTORS' 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.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT:

The Auditors' report and Secretarial Auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the Secretarial Auditor is given as an annexure which forms part of this report – "Annexure – D".

STATUTORY AUDITORS

M/S Y Raghuram & Co, Chartered Accountants, hold office as Statutory Auditors of the company till the conclusion of the forthcoming Annual General Meeting. They have expressed their unwillingness to be reappointed as Statutory auditors of the company, due to preoccupation. M/S Brahmayya & Co, Chartered Accountants (Firm Regn No.0000513S) have given their consent to be appointed as Statutory Auditors of the company.

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 |

TRANS MEDICARE LIMITED

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.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 Secretarial Audit has been conducted for the Financial Year 2016-17 by M/S. Marthi & Co., Company Secretaries, Hyderabad, and their Secretarial Audit Report for the financial year ended 31st March, 2017 is enclosed at **Annexure-E** to this Annual Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **"Annexure - F"**

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

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.

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-G** during the year under review and hence the said provision is not applicable.

TRANS MEDICARE LIMITED

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, 2017 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.

Scheme of Arrangement

The Company has now received the approval of the Hon'ble High Court of Andhra Pradesh and Telangana for the Scheme of Arrangement in connection with the reduction and reorganisation of Share Capital of the company and issue of equity shares and convertible warrants to the Promoters of the company against the unsecured loans brought in by them. However, the process for reduction and allotment of shares and convertible warrants is not yet completed and as such there is no change in the share capital of the company.

DIRECTORS

In accordance with the Companies Act, 2013 read with the Articles of Association of the Company, Ms Urvashi 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.

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.

TRANS MEDICARE LIMITED

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 does 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 take this opportunity to express their sincere thanks and place on record their appreciation of the continued assistance and co-operation extended to the company by its bankers, government and semi government departments, customers, marketing agents and suppliers and in particular Shareholders for the confidence reposed in the company. Your directors also thank all the employees of the company for their dedicated service.

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

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

Place: Hyderabad
Date : 14.08.2017

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 has been approved by the Hon'ble High Court of Judicature at Hyderabad for the state of Andhra Pradesh and Telangana.

INDUSTRIAL OVERVIEW

The company is not carrying on any business. Hence, 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)
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.

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

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.

TRANS MEDICARE LIMITED

(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.

Break-up of other Directorships : NIL

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:

(b) Attendance of the Directors at the Board Meetings and the 28th AGM

The Attendance Record of the Directors at the Board Meetings held and the 28th AGM for the financial year 2016-17.

Sl. No.	Name	Category	Designation	No. of Board Meetings attended	Attendance at previous AGM	No. of Memberships in other Companies (Excl. Private Limited Companies)	
						Board	Committee
1.	Haridass Ramesh	Promoter & Executive Director	Director	4	Yes	Nil	Nil
2.	Urvashi Ramesh	Promoter & Executive Director	Director	4	No	Nil	Nil
3.	Rajath Patankar	Independent & Non –Executive	Director	4	Yes	Nil	Nil

(c) Number of Board meetings held

During the financial year ended on 31st March, 2017, 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.

The last Annual general Meeting was held on **31st December, 2016**.

TRANS MEDICARE LIMITED

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 calendar 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

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 Patanakr and Sri. Haridass Ramesh.

TRANS MEDICARE LIMITED

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 2017,

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, sub-division/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.

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:

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/-

TRANS MEDICARE LIMITED

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
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.
2015-16	Annual General Meeting 31 st December,2016, at 02:00 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, 2017 , 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.

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.

TRANS MEDICARE LIMITED

Details of Non Compliance

The Company did not file the quarterly results for the quarters ended 30th June 2016, 30th September 2016, and 31st December 2016 as per Regulation 33 of SEBI (LODR) Regulations, 2015 within the stipulated time with the Bombay Stock exchange due to the resignation of the Auditors. However, they were filed subsequently during February 2017. In view of the above, the Bombay Stock Exchange has levied a penalty of Rs.528578.5/- for June 2016 and Rs.655500/- for September, 2016 Letter No. LIST/COMP/Reg.33 Jun-16 & Sep-16/524484/739/2016-17 dated January 11, 2017 issued by BSE. in terms of SEBI Circular No. CIR/MRD/DSA/ 31/2013 dated September 30, 2013. Due to severe financial crunch, the company is in the process of paying the same.

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	29 th September, 2017 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, 2016 Quarter ending September 30, 2016 Quarter ending December 31, 2016 Quarter ending March 31, 2017 Annual General Meeting for FY ended 31 st March 2017	Last week of July 2016 Last week of October 2016 Last week of January 2017 Last week of May 2016 29 th September, 2017
D	Date of Book Closure	26 th September, 2017 to 29 th September, 2017
E	Dividend Payment Date	Not Applicable
F	Listing on Stock Exchange	Bombay Stock Exchange Limited P J Towers, Dalal Street Mumbai - 400 001.
G	BSE Stock Code	524484

TRANS MEDICARE LIMITED

H	Stock market data	The trading of the Company's shares is presently suspended w.e.f. 17.01.2017, due to penal reasons.
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, 2017.

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	14779	95.26	26491000	51.4
5001	- 10,000	575	3.71	4710000	9.1
10,001	- 20,000	107	0.69	1687000	3.3
20,001	- 30,000	19	0.12	475000	0.9
30,001	- 40,000	5	0.03	183000	0.4
40,001	- 50,000	3	0.02	146000	0.3
50,001	- 100000	9	0.06	814000	1.6
100001	- 500000	14	0.09	3572000	6.9
1000001	- 5000000	2	0.01	3039000	5.9
10000001	- 9999999999	1	0.01	10470500	20.3
Total		15514	100	51587500	100

TRANS MEDICARE LIMITED

N) SHAREHOLDING PATTERN FOR THE QUARTER ENDED 31.03.2017

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.	NRIs/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 , 2017

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, 2017 23.76% of the shares are in the dematerialized form.

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 30.05.2017. 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.

TRANS MEDICARE LIMITED

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.

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**)
Director
DIN No:00107388

Place : Hyderabad
Date : 14.08.2017

ANNEXURE TO THE REPORT OF THE DIRECTORS

**CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF
CONDITIONS OF CORPORATE GOVERNANCE**

TO THE MEMBERS OF TRANS MEDICARE LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter.
2. We, Y Raghuram & Co., Chartered Accountants, the Statutory Auditors of TRANS MEDICARE LIMITED ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2017, as stipulated in regulations 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

MANAGEMENT'S RESPONSIBILITY

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

AUDITORS' RESPONSIBILITY

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

TRANS MEDICARE LIMITED

OPINION

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above Listing Regulations during the year ended 31 March 2017.
9. We 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 Y RAGHURAM & Co.,
Chartered Accountants
(FRN: 009415S)**

**Sd/-
Y Raghuram
Mem No: 022678**

**Place : Hyderabad
Date : 07.08.2017**

TRANS MEDICARE LIMITED

Annexure – D

**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, 2017

To
The Members of
M/s. Trans Medicare Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Trans Medicare Limited (hereinafter called “**the Company**”).

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, 2016 and ended on 31st March, 2017, 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, 2017, 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:

TRANS MEDICARE LIMITED

- 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;
- 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, except to the extent of filing the quarterly results for the quarters ended 30th June, 30th September and 31st December, 2016 as per Regulation 33 of SEBI (LODR) Regulations, 2015.

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.

(d) The company has received the approval of the Scheme of Arrangement for reduction and reorganisation of share capital and for further issue of shares and convertible warrants to the promoters of the company from the Hon'ble High Court of Andhra Pradesh and Telangana. However, the process of completion of the formalities in relation to the reduction and issue and allotment of shares and convertible warrants is yet to be completed.

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 : 14.08.2017

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									
Category	Category of	No. of Shares at the beginning of the year				No. of shares at the end of the year			
		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)

Sr.No	NAME	Shareholding at the beginning of the year 01/04/2016			Shareholding at the end of the year 31/03/2017			% Change in shareholding during the year
		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	
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	0.0000	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 2016-17.

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			

TRANS MEDICARE LIMITED

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	
		Mr. Rajath Patankar	Total Amount
1	Independent Directors		
	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)			

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(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/transactions	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 : 14.08.2017

TRANS MEDICARE LIMITED

INDEPENDENT AUDITORS' REPORT

To the members of **Trans Medicare Limited**

We have audited the accompanying financial statements of **Trans Medicare Limited** as at 31st March 2017 which comprise the Balance Sheet as at 31st March 2017, Profit and Loss Statement for the year ended and Cash Flow Statement 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 stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 controls, 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 Standalone 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 there under.

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 the 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 a 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

TRANS MEDICARE LIMITED

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

Opinion:

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31st 2017
- b) in the case of the Profit and Loss Statement, of the Profit for the year ended on that date
- c) in the case of the Cash Flow Statement for the year ended on that date;

Report on Other Legal and Regulatory Requirements:

1. The Scheme of Arrangement for reduction and re-organisation of share capital and for further issue of shares and convertible warrants approved by the Hon'ble High Court of Andhra Pradesh and Telangana is pending completion.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. As required by section 143(3) of the Act, we report that:
 - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - (c) The Balance Sheet and the Profit and Loss 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 Accounting Standards referred to in section 133 of the Companies Act, 2013, 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, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.

TRANS MEDICARE LIMITED

- (f) With respect to the other matters to be 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 does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Y. Raghuram & Co
Chartered Accountants
(FRN 009415S)

Sd/-
Y Raghuram
Partner
(Memb No: 022678)

Place of Signature: Hyderabad
Date: 07.08.2017

TRANS MEDICARE LIMITED

Annexure to the Auditors' Report

Of Trans Medicare Limited ("The Company") on the financial statement of the company for the year ended 31st March, 2017.

- 1) In respect of its fixed assets
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us, the Company has only Factory Building and Land in its fixed assets and they have been physically verified by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification
- 2) The Company does not have any manufacturing and trading activity in the current and previous financial years. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has not granted any loans as per the provisions of section 185 and 186 of the Companies Act, 2013 and hence this clause is not applicable.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable
- 6) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- 7) In respect of statutory dues
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including Income-Tax and any other statutory dues with the appropriate authorities.
 - b) According to the information and explanations given to us, the following are the undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

TRANS MEDICARE LIMITED

Nature of dues	Amount Rs
TDS Payable for FY 2007-08	25,169
TDS Payable for FY 2009-10	1,194
TDS Payable for FY 2010-11	5,420
TDS Payable for FY 2015-16	5,620
TDS Payable for FY 2016-17	12,448
Total	49,851

- c) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) In our opinion and according to the information and explanations given to us, no managerial remuneration has been paid by the company.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion and according to the information and explanations given to us, no transactions with related parties have been entered by the company during the financial year.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

TRANS MEDICARE LIMITED

- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For Y. Raghuram & Co
Chartered Accountants
(FRN 009415S)

Sd/-
Y Raghuram
Partner
(Memb No: 022678)

Place of Signature: Hyderabad
Date: 07.08.2017

TRANS MEDICARE LIMITED

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 Trans Medicare Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone 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". 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.{"The Act"}

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 as 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 controls 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 standalone 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 control 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 March 31, 2017, 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".

For Y. Raghuram & Co
Chartered Accountants
(FRN 009415S)

Y Raghuram
Partner
(Memb No: 022678)
Place of Signature: Hyderabad
Date: 07.08.2017

TRANS MEDICARE LIMITED

AUDITORS' CERTIFICATE

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

We have examined the above cash flow statement of Trans Medicare Limited for the period ended 31-03-2017. The Statement has been prepared by the Company in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the corresponding Profit and Loss Statements and Balance Sheet of the Company covered by over report of even date to the members of the Company.

For Y. Raghuram & Co
Chartered Accountants
(FRN : 009415S)

Place: Hyderabad
Date : 07.08.2017

Sd/-
Y Raghuram
Partner
(Memb No.026678)

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 31.03.2017				
S No	PARTICULARS	Note No.	31 March 2017	31 March 2016
I.	EQUITY AND LIABILITIES			
1.	Shareholder's funds			
	(a) Share Capital	3	51,587,500	51,587,500
	(b) Reserves and Surplus	4	(108,460,606)	(107,424,690)
	(c) Money received against share warrants		-	-
2.	Share application money pending allotment			
3.	Non- current liabilities			
	(a) Long-term borrowings	5	88,921,273	88,075,187
	(b) Deferred Tax liabilities (Net)		-	-
	(c) Other Long term liabilities		-	-
	(d) Long-term Provisions		-	-
4.	Current Liabilities			
	(a) Short term borrowings		-	-
	(b) Trade payables		-	-
	(c) Other current liabilities	6	477,855	376,922
	(d) Short term provisions	7	-	-
	TOTAL		32,526,022	32,614,919
II.	ASSETS			
1.	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	8	2,614,815	2,041,185
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress	8	66,826	66,826
	(iv) Intangible assets under development		-	-
	(b) Non-current investments	9	29,500,000	29,500,000
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances		-	-
	(e) Other non-current assets		-	-
2.	Current assets			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade receivables		-	-
	(d) Cash and Cash equivalents	10	62,981	56,908
	(e) Short-term loans and advances	11	281,400	150,000
	(f) Other current assets		-	-
	TOTAL		32,526,022	32,614,919
Notes,statements on accounting policies form an integral part of Balance Sheet				
As per our report of even date For Y.Raghuram & Co. Chartered Accountants FRN : 0094155 Sd/- Y.Raghuram Partner Mem No : 022678			For and on behalf of the Board M/s. Trans Medicare Limited Sd/- Sd/- H. Ramesh Urvashi Ramesh Director Director DIN:00107388 DIN:02458629	
Place : Hyderabad Date : 07.08.2017				

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 31st March 2017				
S No	PARTICULARS	Note No.	31 March 2017	31 March 2016
I	Revenue from operations	12	-	-
II	Other Income	13	-	-
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	14	-	-
	Finance Costs		-	-
	Depreciation and amortization expense	7	226,370	311,782
	Other expenses	15	809,546	1,092,099
	Total Expense		1,035,916	1,403,881
V	Profit before exceptional, extraordinary and prior period items and tax (III-IV)		(1,035,916)	(1,403,881)
VI	Exceptional Items			
VII	Profit before extraordinary, prior period items and tax (V-VI)		(1,035,916)	(1,403,881)
VIII	Extraordinary items		-	-
IX	Profit before prior period items and tax (VII-VIII)		(1,035,916)	(1,403,881)
X	Prior Period Items		-	-
XI	Profit before tax (IX-X)		(1,035,916)	(1,403,881)
XII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
			-	-
XIII	Profit/(Loss) for the period from continuing operations (XI - XII)		(1,035,916)	(1,403,881)
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)		(1,035,916)	(1,403,881)
XVIII	Earnings per equity share:			
	(1) Basic		(0.20)	(0.27)
	(2) Diluted			
Notes, statements on accounting policies form an integral part of Profit and Loss Account				
As per our report of even date For Y.Raghuram & Co. Chartered Accountants FRN : 0094155			For and on behalf of the Board M/s. Trans Medicare Limited	
Sd/- Y.Raghuram Partner Mem No : 022678			Sd/- H. Ramesh Director DIN:00107388	Sd/- Urvashi Ramesh Director DIN:02458629
Place : Hyderabad Date : 07.08.2017				

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 31/03/2017 (using indirect method)				
Particulars	For the year ended 31 March, 2017		For the year ended 31 March, 2016	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		(1,035,916)		(1,403,861)
<u>Adjustments for:</u>				
Depreciation and amortisation	226,370		311,762.00	
Provision for impairment of fixed assets and intangibles	-		-	
Amortisation of share issue expenses and discount on shares	-		-	
(Profit) / loss on sale / write off of assets	-		-	
Expense on employee stock option scheme	-		-	
Finance costs	-		-	
Interest income	-		-	
Dividend income	-		-	
Net (gain) / loss on sale of investments	-		-	
	226,370		311,762	
Operating profit / (loss) before working capital changes		(809,546)		(1,092,099)
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	-		-	
Trade receivables	-		-	
Short-term loans and advances	(131,400)		-	
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	100,933		90,657	
Long-term provisions	-		-	
		(30,467)		90,657
Cash flow from extraordinary items		(840,013)		(1,001,442)
Cash generated from operations		(840,013)		(1,001,442)
Net income tax (paid) / refunds		-		-
Net cash flow from / (used in) operating activities (A)		(840,013)		(1,001,442)
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	846,086		(128,123,731)	
Tax on dividend	-		-	
	846,086		(128,123,731)	
Cash flow from extraordinary items	-	846,086		977,630
Net cash flow from / (used in) financing activities (C)		846,086		977,630
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		6,073		(23,812)
Cash and cash equivalents at the beginning of the year		56,908		80,721
Effect of exchange differences on restatement of foreign currency Cash		-		-
Cash and cash equivalents at the end of the year		62,981		56,909
Notes:				
(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.				
(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.				
See accompanying notes forming part of the financial statements				
in terms of our report attached.				
As per our report of even date For Y.Raguram & Co. Chartered Accountants FRN : 0094155		For & on behalf of the Board of Directors For and on behalf of the Board M/s. Trans Medicare Limited		
Sd/- Y.Raguram Partner Mem No : 022678		Sd/- H. Ramesh Director DIN:00107388	Sd/- Urvashi Ramesh Director DIN:02458629	
Place : Hyderabad Date : 07.08.2017				

TRANS MEDICARE LIMITED

TRANS MEDICARE LIMITED

Notes on Financial Statements for 31st March, 2017

1. CORPORATE INFORMATION

Trans Medicare Limited (here in after referred to as the company) is a public domiciled in India. Its shares are listed on Bombay stock Exchange.

2. BASIS OF PREPARATION

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with Paragraph 7 of the companies (Accounts) Rules, 2014 and companies (Accounting Standards) Amendment Rules, 2016. The Financial Statements have been prepared under the historical cost convention on an accrual basis.

Summary of Significant Accounting Policies

a) Use of estimates

The preparation of financial statements in conformity with **Indian GAAP** requires the management to make judgements, estimates and assumptions that effect the reported amount of revenues, expenses assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting year. Although these estimates are based on the managements best knowledge of the current events and actions, uncertainty about these assumptions and estimate could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future years.

b) Property, Plant and Equipment

Property, Plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing plant, property and equipment, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred. Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

C) Depreciation

The company is having only one asset and the same have not been put to use in the Financial year 2015-16 and depreciation for the same has not been provided.

d) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However provision for diminution in value is made to recognize a decline other than temporary in the value of investments. On disposal of an investment, the difference between its carrying

TRANS MEDICARE LIMITED

amount and net disposal proceeds is charged or credited to the statement of profit and loss.

e) Revenue Recognition

Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized **Interest:** Interest income is recognized on a time proportion basis taking in to account the amount outstanding and the applicable interest rate. Interest income is included in the head other income in the statement of profit and loss.

f) Income Taxes

Provision for Current Tax:

Provision for Income Tax is made taking into consideration the Provisions of Income Tax Act, 1961.

Provision for Deferred Taxation:

As per the AS 22, since there is no reasonable certainty that the Company will get profits so as to absorb the carried forward losses and depreciation, the deferred tax asset has not been recognized in the financial statements.

3. SHARE CAPITAL

	31 March 2017 Rs	31 March 2016 Rs
Authorised share capital		
52,50,000 Equity Shares of Rs.10/- each	52,500,000	52,500,000
Total	52,500,000	52,500,000
Issued,Subscribed and Fully paid up shares		
Issued 52,27,500 Equity shares of Rs.10/-each and Subscribed and fully paid up 51,58,750 shares of Rs 10/- each	51,587,500	51,587,500
Total Issued,Subscribed and fully paid up share capital	51,587,500	51,587,500

2.1 The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	% held	No. of Shares	% held
Haridass Ramesh	1,046,950	20.29%	1,046,950	20.29%

4. RESERVES AND SURPLUS

	31 March 2017 Rs	31 March 2016 Rs
Capital Reserve	2,000,000	2,000,000
General Reserve	355,878	355,878
	355,878	355,878

Surplus/(deficit) in the statement of profit and loss

TRANS MEDICARE LIMITED

Balance as per the last financial statements	(109,780,568)	(237,478,048)
Profit for the year	(1,035,916)	(1,403,881)
MSFC		129,101,361
Less: Appropriations		
Transferred to general reserve	-	-
Total Appropriations	-	-
Net surplus in the statement of profit and loss	(110,816,484)	(109,780,568)
Total reserves and surplus	(108,460,606)	(107,424,690)
5. LONG TERM BORROWINGS	31 March 2017	31 March 2016
	Rs	Rs
Unsecured Loans	88,921,273	88,075,187
	88,921,273	88,075,187
6. OTHER CURRENT LIABILITIES	31 March 2017	31 March 2016
	Rs	Rs
Audit Fee Payable	83,250	-
Statutory Dues and Other Expenses Payable	394,605	376,922
Provision for Tax 2015-16	-	-
	477,855	376,922
7. SHORT TERM PROVISIONS	31 March 2017	31 March 2016
	Rs	Rs
Provision for Income tax	-	-
Provision for Income Tax is made for the current accounting period on the basis of the taxable profits computed in accordance with the Income Tax Act, 1961.		
8. FIXED ASSETS		
The company does not have any fixed assets in its block, except computers which are used in the office. Since there are no operations during the year no depreciation is provided on Fixed Assets.		
9. NON CURRENT INVESTMENTS	31 March 2017	31 March 2016
	Rs	Rs
Un Quotated Equity Shares of Various Companies	29,500,000	29,500,000
	29,500,000	29,500,000
Details of the Investments are provided hereunder:		
Equity Shares in Transgel Industries Ltd (29,50,000 shares of Rs 10/- each)	29,500,000	29,500,000

TRANS MEDICARE LIMITED

10. CASH AND BANK BALANCES	31 March 2017	31 March 2016
	Rs	Rs
Balance with banks	28,136	28,136
Cash on hand	34,845	28,772
	<u>62,981</u>	<u>56,908</u>
11. SHORT TERM LOANS AND ADVANCES	31 March 2017	31 March 2016
	Rs	Rs
Other Advance	281,400	150,000
	<u>-</u>	<u>-</u>
	<u>281,400</u>	<u>150,000</u>
12. REVENUE FROM OPERATION	31 March 2017	31 March 2016
	Rs	Rs
Sale of Products	-	-
	<u>-</u>	<u>-</u>
13. OTHER INCOME	31 March 2017	31 March 2016
	Rs	Rs
Interest on Unsecured Loans	-	-
Interest on Income Tax Refund	-	-
	<u>-</u>	<u>-</u>
14. EMPLOYEE BENEFIT EXPENSE	31 March 2017	31 March 2016
	Rs	Rs
Salaries, wages and bonus	-	-
Contribution to provident and other fund	-	-
Staff welfare expenses	-	-
	<u>-</u>	<u>-</u>
15. OTHER EXPENSES	31 March 2017	31 March 2016
	Rs	Rs
Bank Charges	-	1,000
Power and fuel	14,412	12,403
Factory maintenance	-	650
Advertisement charges	13,874	44,549
Rates and taxes	13,200	10,000
Security Charges	156,000	156,000
Interest on TDS	3,824	7,487
Travelling and conveyance	885	1,170
Printing and stationery	40,425	95,256

TRANS MEDICARE LIMITED

Listing Fee	229,000	224,720		
Legal and professional	194,182	225,776		
Website charges	4,130	4,160		
Audit Fee	75,000	75,000		
E voting Charges	-	44,128		
Merger related Expenses(Capital Redemption Fee)	-	114,000		
Postage & Courier	20,000	56,200		
Sitting Fee	-	2,000		
Demat Charges(Cdsl)	44,614	-		
General Expenses	-	17,600		
	809,546	1,091,099		
16. EARNINGS PER SHARE	31 March 2017	31 March 2016		
	Rs	Rs		
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(1,035,916)	(1,403,881)		
ii) Weighted Average number of equity shares used as denominator for calculating EPS	5,158,750	5,158,750		
iii) Basic and Diluted Earnings per share	(0.20)	(0.27)		
iv) Face Value per equity share	10.00	10.00		
17. EMPLOYEE BENEFITS				
Since there are no employees eligible for any retirement benefits as per the terms of the contract, no gratuity or leave encashment provisions are made as per AS 15				
18. Impairment of Assets:				
In terms of the requirements of the Accounting standards-28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, no provision for impairment in value has been considered necessary by the management as there are no assets carried in the books, except computers.				
19. Provision, Contingent Liabilities and Contingent Assets:				
As per the best estimate of the management, no provision is required to be made as per Accounting Standard (AS) 29 "Provision, Contingent Liabilities and Contingent Assets" as notified by the Companies (Accounting Standards) Rules 2006, in respect of any present obligation as a result of a past event that could lead to a probable outflow of resources which would be required to settle the obligation.				
Contingent Liabilities				
The Company has given the corporate guarantee in connection with the loan taken by the following two Associated Companies				
Name of the Associated Company	Date of Guarantee	Name of the Lender	Amount	Status of Loan
Nandini Industries India Pvt Ltd	24.12.2013	SBI	89,50,000	NPA
Techtrans Construction India Pvt Ltd	18.06.2013	SBI	38,52,000	NPA

TRANS MEDICARE LIMITED

20. Auditors' Remuneration	31 March 2017	31 March 2016
	Rs	Rs
Audit Fees	75,000	-
Tax Audit Fee	-	-
Other Matters	-	-
Service Tax	-	-
Total	75,000	-

21. Segment Reporting

As the Company has stopped operations and deriving the income from only other sources, segment reporting under Accounting Standard - 17 of ICAI is not applicable.

22. Related Party Transactions

The Company has made the following transactions with related parties as per the provisions of Accounting Standard 18 issued by The Institute of Chartered Accountants of India

Name of the Company

Relationship

- | | |
|---|---------------------------------------|
| 1. Nandhini Industries India Pvt Ltd | Two of the Directors are Common |
| 2. Transfreight Marine Services Private Limited | Two of the Directors are Common |
| 3. New Heaven Chemicals Limited | A Key Managerial Person in Common |
| 4. Trans Freight Shipping Services | Sole Proprietorship Owned by Director |
| 5. New Horizon Ind Ventures Pvt Ltd | Two of the Directors are Common |
| 6. New Savera Projects Pvt Ltd | A Key Managerial Person in Common |
| 7. Trans Gel Industries Limited | Two of the Directors are Common |
| 8. Girija Agri Chemicals Limited | Two of the Directors are Common |
| 9. Isha Natural & Herbal Products Private Limited | Two of the Directors are Common |

Description	Companies in which Directors	Directors	Relatives of Directors	Total
Unsecured Loans	12,429,672	48,815,898	-	61,245,570
Remuneration	-	-	-	-
Total	12,429,672	48,815,898	-	61,245,570

TRANS MEDICARE LIMITED

No amount was overdue to the above referred related parties as on 31st March 2017. No provision for doubtful debts was made and no amount was written off in the period in respect of debts due from/or to the related parties.

I. Directors:

a. Haridass Ramesh	Director
b. Urvashi Ramesh	Director

Signatures to "Notes on Financial Statements"

As per our report of even date

For Y.Raghuram & Co.

Chartered Accountants

FRN : 009415S

Sd/-

Y.Raghuram

Partner

Mem No : 022678

Place : Hyderabad

Date : 07.08.2017

For and on behalf of the Board

Sd/-

H. Ramesh

Director

DIN:00107388

Sd/-

**Urvashi
Ramesh**

Director

DIN:02458629

TRANS MEDICARE LIMITED

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 Registrar and Share Transfer Agent.Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, Bigshare 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 Companys 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:

1. 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.
2. For Shares held in Demat form, Shareholders are also requested to inform/update their email-ids to their respective Depository Participants.

TRANS MEDICARE LIMITED

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.....

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 **28th ANNUAL GENERAL MEETING of the Company held on Friday, 29th September,2017 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

TRANS MEDICARE LIMITED

CIN : L24230AP1989PLC009458

Regd Office : H.No.3-179/NR, Plot NO.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur,
Hyderabad-500081, Tel No.: 040 49021233/34, Fax No.: 040 4902 1255

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

FORM NO. MGT-11 PROXY FORM

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

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

I/We of in the district of bearing a member/members of Trans Medicare Limited hereby appoint of In the district of or failing him/her of in the district of as 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 29th September, 2017 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 2017

.....
Signature of shareholders

.....
Signature of Proxy holder(s)

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.

Affix a 1
Rupee
Revenue
Stamp

TRANS MEDICARE LIMITED

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
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, 2017 and the reports of the Board of Directors and Auditors thereon.	Ordinary		
2	To appoint a director in the place of Mrs. Urvashi Ramesh, who retires by rotation, and being eligible, offers herself for re-appointment.	Ordinary		
3.	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 M/S Brahmayya & Co, Chartered Accountants, Hyderabad, Firm Registration No 0000513S be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors. "	Ordinary		

TRANS MEDICARE LIMITED

4.	<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:</p> <p>"RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, relevant rules made there under and other applicable enactments, as amended from time to time and subject to the approval of the Central Government, the Members of the Company hereby accord their approval for changing the name of the Company from "Trans Medicare Limited to " New Heaven Enterprises Limited " or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.</p> <p>RESOLVED FURTHER THAT upon the change of name of the Company becoming effective, the name 'Trans Medicare Limited' wherever it occurs in the Memorandum and Articles of Association be substituted by the name "New Heaven Enterprises Limited" or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to make necessary application(s) with the Central Government / Registrar of Companies, Andhra Pradesh and Telangana for seeking their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this Resolution in the best interests of the Company."</p>	Special		
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Place :

Date :

{Signature of the Member}

(* as per Company records)

TRANS MEDICARE LIMITED

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.

