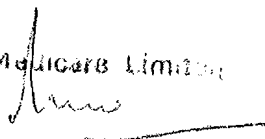


TRANS MEDICARE LIMITED

TWENTY SECOND ANNUAL REPORT 2010-2011

for Trans Medicare Limited

A handwritten signature in dark ink, appearing to be 'A. M. M.', is written over a horizontal line.

Board of Directors:

1. Mr. Haridas Ramesh	Director
2. Mr. Lakshmi Ram Lakavathu	Director
3. Mrs. Urvashi Ramesh	Director
4. Mr. Rajath Patankar	Director
5. Mr. Soundara Rajan Komanduri	Director

Bankers : Citibank N.A.,
Ground Floor,
Queens Plaza,
S.P. Road,
Begumpet,
Secunderabad - 500 003

Registered office : 7-1-58, 1-305, 3rd Floor,
Divya Shakti Commercial Complex,
Ameerpet, Hyderabad - 500 016.

Factory : **Unit - I**
11/4, IDA, Nacharam
Hyderabad 500 076

Auditors : B. Srinivasa Rao & Co,
Ameer Estate, Flat No. 103,
S.R. Nagar,
Hyderabad-500 038

Notice

Notice is hereby given that the Twenty Second (22nd) Annual General Meeting of the Members of Trans Medicare Limited will be held on Thursday the 29th September, 2011 at 11.00 A.M. at the factory premises at 11/4, IDA, Nacharam Hyderabad - 500 076 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2011 and the profit and loss account for the year ended on that date and the reports of the Director's and Auditor's thereon.
2. To appoint a Director in the place of Mr. Haridas Ramesh who retires at this meeting and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Mr. Soundara Rajan Komanduri who retires at this meeting and being eligible offers himself for re-appointment.
4. To appoint auditors to hold office from the conclusion of this meeting and to fix remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Shri Lakshmi Ram Lakavathu , who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director pursuant to Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company whose period of office shall be liable to be determined by retirement of directors by rotation."

By order of the Board
For TRANS MEDICARE LIMITED

Sd/-

Place: Hyderabad
Date: 3rd September, 2011

DIRECTOR
HARIDAS RAMESH

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be lodged with the company at its registered office at least 48 hours before the commencement of the meeting.
3. The Company has listed its shares at Mumbai, Ahmedabad and Hyderabad Stock Exchanges.
4. The register of Members and the share transfer books of the company will remain closed from 26.09.2011 till 29.09.2011 (both days inclusive)

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

Shri Lakshmi Ram Lakavathu, 62, was appointed w.e.f. 17th August 2011 as an additional director of the Company pursuant to Section 260 of the Companies Act, 1956, by the Board. Shri Lakshmi Ram Lakavathu is retired as Additional Commissioner of customs, Visakhapatnam. He has served Indian customs, central Excise & service tax service in the Ministry of Finance, Government of India for over 37 years.

Shri Lakavathu's term of office as Director expires at this Annual General Meeting. A notice under Section 257 of the Companies Act, 1956, proposing Shri Lakavathu candidature for directorship, has been received from a member of the Company.

It will be in the interest of the Company to avail of Shri Lakavathu experience and his continuance will be of benefit to the Company. Your Directors therefore recommend this resolution for your approval. No other Director of the Company is concerned or interested in this resolution except Shri Lakshmi Ram Lakavathu.

By order of the Board
For **TRANS MEDICARE LIMITED**

Sd/-

Place: Hyderabad
Date: 3rd September, 2011

DIRECTOR
HARIDAS RAMESH

Director's Report

To
The Members,

Your Directors have great pleasure in presenting their 22nd Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March 2011.

Financial Results:

The highlights of the financial results of the Company for the financial year ended March 31, 2011 are as under:

Rs. in Lakhs		
Particulars	2010-2011	2009-2010
Sales & other income	0.09	0.00
Total Expenditure	4.80	281.82
Profit/(Loss) before extraordinary item	(4.71)	(281.82)
Add: Excess Provision of Interest written back	0.00	0.00
Add/Less: Prior period expenses /(-)income	0.00	0.00
Profit/(Loss) for the year	(4.71)	(281.82)

Operations:

In view of the inability of the company to raise the necessary large finances to recommence the operations, the Company was not able to re-commence its operations and hence there were no sales /turnover during the period under review. Your board is contemplating to take up trading activities as well as to lease the undertaking of the company so that some revenues can be generated.

AUDIT COMMITTEE:

The Company has a duly constituted Audit Committee and comprises of the following members:

1. Mr.Lakshmi Ram Lakavathu
2. Mr. S. A. Rajath
3. Mr. K. Sounder Rajan

During the year Mr. Lakshmi Ram Lakavathu was inducted as the Member of the Committee. Board of Directors has delegated the powers and functions to the concerned Audit Committee as per the provisions of the Companies Act 1956. The committee has reviewed and recommended the accounts of the company for approval by the board for the year ended on March 31st, 2011.

Fixed Deposits:

The Company has not accepted any deposits in terms of section 58A of the Companies Act, 1956.

Conservation of Energy, Technical Absorption and Foreign Exchange Earnings and Outgo:

Information pursuant to section 217 (1) (e) of the Companies Act, 1956, is given in Annexure I forming part of this report.

Particulars of Employees:

There are no employees whose particulars pursuant to section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 are to be disclosed.

Directors Responsibility Statement:

As required under section 217 (2A) of the Companies Act, 1956 the directors hereby conform that:

- i. In the preparation of the annual accounts, the applicable accounting standards has been followed along with proper explanation relating to material departure;
- ii. the directors had selected such accounting policies and applied them consistently subject to provision of depreciation and made judgments and estimates that are reasonable and prudent so as to give a true and a fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period.
- iii. the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis in view of the plans of the company to recommence the operations.

Corporate Governance

As per the Clause 49 of the listing Agreement, the Company has Audit Committee and shareholders Grievance Committee. The Corporate Governance Report is enclosed.

The Management Discussion and Analysis Report, as mandated under the code of Corporate Governance, is given in the Annexure attached to the Director's Report.

Directors

In accordance with the requirements of the Companies Act, 1956 and Article of Association of the Company, Mr. Haridas Ramesh and Mr. Soundara Rajan Komanduri are liable to retire by rotation and eligible for re-appointment in the forthcoming Annual General Meeting.

Mr. Lakshmi Ram Lakavathu was appointed as an additional Director of the Company effective August 17, 2011. Pursuant to provisions of Section 260 of the Companies Act, 1956, he shall hold office till the ensuing Annual General Meeting of the Company. In view of the same, it is proposed to appoint him as a Director of the Company in the forthcoming Annual General Meeting.

Mr. Siddareddy Sudhakar Reddy resigned as Independent Director effective August 17, 2011.

Auditors:

M/s B. Srinivasa Rao & Co., Chartered Accountants, Hyderabad will retire as Auditors at the ensuing Annual General Meeting and are eligible for re-appointment.

Acknowledgments:

Your Directors wish to express their sincere gratitude for the continued co-operation and assistance extended to the company by the Maharashtra State Financial Corporation and other central and state government agencies. Your Directors also wish to thank all the employees of the Company for their unstinted efforts during the year.

By order of the Board
For TRANS MEDICARE LIMITED

Place: Hyderabad
Date: 3rd September, 2011

Sd/-
Haridas Ramesh
DIRECTOR

Sd/-
Urvashi Ramesh
DIRECTOR

Annexure – I to Director's Report

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as per section 217 (1) (e) of the Companies Act, 1956.

Form A

Form for disclosure of particulars with respect to conservation of energy.

A.	Power & fuel consumption	2010-2011	2009-2010
1.	Electricity		
a.	Purchased units	Nil	Nil
	Total amount (Rs.)	Nil	Nil
	Rate/Unit (Rs.)	Nil	Nil
b.	Own Generation		
i.	Through diesel generator units (Nos.)	Nil	Nil
	Unit per liter diesel oil (No.)	Nil	Nil
	Cost/Unit (Rs.)	Nil	Nil
ii.	Through steam turbine/generator	Nil	Nil
2.	Coal	Nil	Nil
3.	Furnace oil	Nil	Nil
B.	Technology Absorption: The entire manufacturing technology is indigenous.		
C.	Foreign Exchange Earnings and Outgo	2010-2011	2009-2010
i.	Foreign exchange earned (Rs.)	Nil	Nil
ii.	Foreign exchange used (Rs.)	Nil	Nil
iii.	Foreign travel (Rs.)	Nil	Nil

By order of the Board
For **TRANS MEDICARE LIMITED**

Place: Hyderabad.
Date: 3rd September, 2011

Sd/- Haridas Ramesh DIRECTOR	Sd/- Urvashi Ramesh DIRECTOR
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CORPORATE GOVERNANCE REPORT

The detailed Report on Corporate Governance as per the Format prescribed by SEBI and incorporated in Clause 49 of the listing Agreement is set out below.

A) MANDATORY REQUIREMENTS

1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and Integrity. The Company has implemented mandatory requirements of the Code of Governance as mentioned in Clause 49 of the Listing Agreement

2) BOARD OF DIRECTORS

a) The Board comprises of Two Promoter Executive Director and Three non-executive independent Directors.

The composition of the Board and other details relating to Directors are given below:

Name of the Director	Designation	Category of Directorship	No. of other Directorships	No. of Committee
Memberships				
Mr. H. Ramesh	Director	Executive	6	-
Mr. S.R.Komanduri	Director	Independent	2	2
Mr. L. R.Lakavathu (appt. w.e.f 17 th August, 2011)	Director	Independent	0	3
Mr. Rajath Patankar	Director	Independent	1	3
Mrs.Urvashi Ramesh	Director	Executive	6	-
Mr. S.S.Reddy (regn. w.e.f 17 th August 2011)	Director	Independent	-	-

B) Appointment/ Re-appointment of Directors:

Mr. Haridas Ramesh and Mr. Soundara Rajan Komanduri, Directors retire by rotation and being eligible offer themselves for re-appointment.

3) AUDIT COMMITTEE

The Company has a duly constituted Audit Committee with three independent directors. The brief terms of reference of the Audit Committee includes the following:

- Overseeing the Company's financial report process and disclosure of its financial information.
- Review of half yearly and annual financial results before submission to the Board.
- Disclosure with Statutory auditor about the nature and scope of audit and their observations.
- Investigate any matter referred to by the Board.

The composition of the Audit Committee:

Members	Category
Mr. Lakshmi Ram Lakavathu	Independent
Mr. Rajath Patankar	Independent
Mr. S. R. Komanduri	Independent

The committee met four times during the year and has recommended the draft Accounts for the year 2010-11 to the board for their approval. The Chairman of the audit committee was present at the AGM held on 30.09.2010.

4) REMUNERATION COMMITTEE

Terms of Reference:

The terms of reference as per Clause 49 of the Listing Agreement is to determine and review the remuneration, performance, and related bonus of Directors.

Composition

Remuneration Committee of the Company consists of following non-executive independent directors, which is as follows:

Members	Category
Mr. Lakshmi Ram Lakavathu	Independent
Mr. Rajath Patankar	Independent
Mr. S. R. Komanduri	Independent

Details of remuneration paid to the Directors

Presently, the executive directors do not receive any remuneration from the Company.

The aggregate value of salary and perquisites for the year ended 31.03.2011 to Executive Directors are as under:

Name of Director	Salary & Perks	Shareholding in the Company
Mr. H. Ramesh	Nil	206450
Mrs. Urvashi Ramesh	Nil	147900

5) SHAREHOLDERS/INVESTORS GRIEVANCES COMMITTEE:

The shareholders/Investors Grievances Committee constituted to look into the grievances of the shareholders of the Company met four times during the year. The composition of the said committee is as follows:

Members	Category
Mr. Lakshmi Ram Lakavathu	Independent
Mr. Rajath Patankar	Independent

NUMBER OF SHAREHOLDERS COMPLAINTS RECEIVED DURING THE YEAR.

The company has not received any complaints during the year under review.

6) BOARD PROCEDURE

Composition:

At present the strength of the Board is 5 Directors. The composition of the Board of Directors and their attendance at the board Meeting and at the last Annual General Meeting is as follows:

Name of Director	Nature of Directorship	No. of Board Meetings attended	Attendance at the last AGM
Mr. H. Ramesh	Director	8	Yes
Mr. S.R.Komanduri	Independent Director	7	Yes
Mr. L. R. Lakavathu (appt. w.e.f. 17 th August, 2011)	Independent Director	2	No
Mr. Rajath Patankar	Independent Director	8	Yes
Mrs. Urvashi Ramesh	Director	8	Yes
Mr. S.S Reddy (regn w.e.f. 17 th August 2011)	Independent Director	5	Yes