

TRANS MEDICARE LIMITED



**TWENTY THIRD ANNUAL REPORT
2011-2012**

COMPANY INFORMATION

Board of Directors:	:	
1. Mr. Ramesh Haridass 2. Mrs. Urvashi Ramesh 3. Mr. Rajath Patankar 4. Mr. Lakshmi Ram Lakavathu 5. Mr. Mahender Kurre		Director Director Director Director Additional Director
Bankers	:	State Bank of India Yellareddyguda Branch, Hyderabad.
Registered office	:	H.No.3-179/NR, Plot No.179 Guttalabegampet-S1, Phase-II, Kavuri Hills, Madhapur Hyderabad – 500081.
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
Registrar & Share Transfer Agent	:	Bigshare Services Pvt. Ltd. 306, Right Wing, Amrutha Ville, Opp.Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500 082. Tel: 91-40-2337 4967 2337 0295 Fax: 91-40-2337 0295 E-mail: bsshyd@bigshareonline.com



TRANS MEDICARE LTD.

Plot No. 179, TSS Towers, Kavuri Hills, Phase - II, Madhapur, Hyderabad-500 081. A.P. INDIA
Phones : 91-40-4902 1201 - 1299, Fax : 009140 4902 1225 & 1265
E-mail : info@tssprojects.com, tsshyd@sify.com, Website : www.tssprojects.com

Notice

Notice is hereby given that the **Twenty Third (23rd) Annual General Meeting** of the Members of Trans Medicare Limited will be held on Saturday the **29th September, 2012 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, 2012 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. Rajath Patankar who retires at this meeting and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Mrs. Urvashi Ramesh 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 Mahender Kurre, 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
Place: Hyderabad Date: 13.08.2012	 DIRECTOR HARIDASS RAMESH

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote on a poll instead of himself.
2. The Proxy need not be a member of the Company.
3. Should any member choose to exercise his right of appointing a Proxy, the Proxy Form attached herewith should be duly completed and should be deposited at the Registered Office of the Company not less than 48 Hours before the time of holding of the meeting.
4. Member/Proxies should bring the Attendance Slip duly filled in for the attending the meeting.
5. Members are requested to bring their copies of the report and accounts of the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday the 26th September 2012 to Saturday the 29th September, 2012 (both days inclusive).



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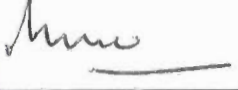
EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

Shri Mahender Kurre, 47, was appointed w.e.f. 21st April 2012 as an additional director of the Company pursuant to Section 260 of the Companies Act, 1956, by the Board. Shri Mahender Kurre, is a Engineering Consultant, He has served in India, Iran and Saudi Arabia on various Industries like Steel, Cement, Pharma, Gelatine and Chemical for over 28 years.

Shri Mahender Kurre term of office as Director expires at this Annual General Meeting. A notice under Section 257 of the Companies Act, 1956, proposing Shri Mahender Kurre 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 Mahender Kurre's 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 Mahender Kurre.

	<p>By order of the Board For TRANS MEDICARE LIMITED</p> 
<p>Place: Hyderabad Date: 13.08.2012</p>	 <p>DIRECTOR HARIDASS RAMESH</p>



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Director's Report

To
The Members,

Your Directors have great pleasure in presenting their 23rd Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March 2012.

Financial Results:

The financial results of the Company for the financial year ended March 31, 2012 are as under:

Rs. in Lakhs

Particulars	2011-2012	2010-2011
Sales & other income	0.00	0.09
Total Expenditure	8.37	4.80
Profit/(Loss) before extraordinary item	(8.37)	(4.71)
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	(8.37)	(4.71)

Operations:

In view of the inability of the company to raise the necessary finances 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. Rajath Patankar
3. Mr. Mahender Kurre

During the year Mr. Mahender Kurre was inducted as the Member of the Committee.

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, 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;



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- 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. Rajath Patankar and Mrs. Urvashi Ramesh are liable to retire by rotation and eligible for re-appointment in the forthcoming Annual General Meeting.

Mr. Mahender Kurre was appointed as an additional Director of the Company effective April 21, 2012. 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.

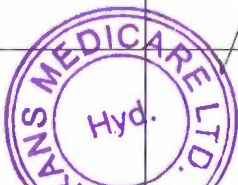
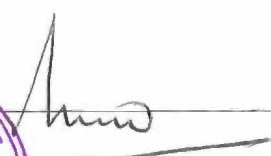
Mr. Soundara Rajan Komanduri resigned as Independent Director effective April 21, 2012.

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: 13.08.2012	<div style="display: flex; justify-content: space-around; align-items: center;"><div style="text-align: center;"> Haridass Ramesh DIRECTOR</div><div style="text-align: center;"> Urvashi Ramesh DIRECTOR</div></div>



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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	2011-2012	2010-2011
1.	Electricity		
a.	Purchased units	Nil	Nil
	Total amount (Rs.)	Nil	Nil
	Rate/Unit (Rs.)		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	2011-2012	2010-2011
i.	Foreign exchange earned (Rs.)	Nil	Nil
ii.	Foreign exchange used (Rs.)	Nil	Nil
iii.	Foreign travel (Rs.)	Nil	Nil

Place: Hyderabad. Date: 13.08.2012		By order of the Board For TRANS MEDICARE LIMITED	
		Haridass Ramesh DIRECTOR	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. Haridass Ramesh	Director	Executive	14	0
Mrs. Urvashi Ramesh	Director	Executive	11	0
Mr. Rajath Patankar	Director	Independent	0	3
Mr. Lakshmi Ram Lakavathu	Director	Independent	0	3
Mr. Mahender Kurre (appt. w.e.f 21 st April, 2012)	Director	Independent	0	2
Mr. S.R. Komanduri (Resign. w.e.f 21 st April, 2012)	Director	Independent	0	0

b) Appointment/Re-appointment of Directors:

Mr. Rajath Patankar and Mrs. Urvashi Ramesh, 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. Mahender Kurre	Independent

The committee met four times during the year and has recommended the draft Accounts for the year 2011-12 to the board for their approval. The Chairman of the audit committee was present at the AGM held on 10.09.2010.



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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 bonuses 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. Mahender Kurre	Independent

Details of remuneration paid to the Directors

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

The aggregate value of salary and perquisites for the year ended 31.03.2012 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 the Director	Nature of Directorship	No. of Board Meetings attended	Attendance at the last AGM
Mr. Haridass Ramesh	Director	9	Yes
Mrs. Urvashi Ramesh	Director	9	Yes
Mr. Rajath Patankar	Independent Director	9	Yes
Mr. Lakshmi Ram Lakavathu	Independent Director	2	Yes
Mr. Mahender Kurre (appt. w.e.f 21 st April, 2012)	Independent Director	2	No
Mr. S.R.Komanduri (Resign. w.e.f 21 st April, 2012)	Independent Director	1	No