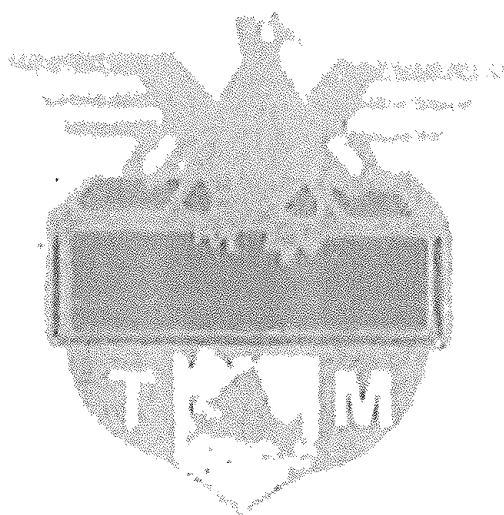
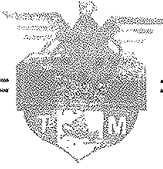


TRANS MEDICARE LIMITED



**TWENTY FOURTH ANNUAL REPORT
2012-2013**

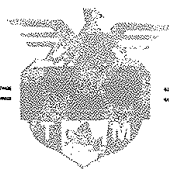


TRANS MEDICARE LTD.

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@transmedicare.co.in, Website : www.transmedicare.co.in

CORPORATE INFORMATION

Board of Directors:	:	
1. Mr. Ramesh Haridass		Director
2. Mrs. Urvashi Ramesh		Director
3. Mr. Rajath Patankar		Director
4. Mr. Lakshmi Ram Lakavathu		Director
5. Mr. Soma Sekhar Marthi		Director
Committees of the Board		
Audit Committee Mr. Rajath Patankar Mr. Lakshmi Ram Lakhavathu Mr. Soma Sekhar Marthi		Chairman
Remuneration Committee Mr. Rajath Patankar Mr. Lakshmi Ram Lakhavathu Mr. Soma Sekhar Marthi		Chairman
Investors' Grievance Committee Mr. Rajath Patankar Mr. Lakshmi Ram Lakhavathu		Chairman
Company Secretary		Ms. Manjula Paidi
Statutory Auditors		M/s. B. Srinivasa Rao & Co, Ameer Estate, Flat No. 103, S.R. Nagar, Hyderabad-500 038
Registrars & Share Transfer Agents	:	Bigshare Services Pvt. Ltd. 306, Right Wing, Amrutha Ville, Opp.Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500 082. Tel: 91-40-2337 4967 2337 0295 Fax: 91-40-2337 0295 E-mail: bsshyd@bigshareonline.com
Registered & Corporate 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.
Bankers	:	State Bank of India Yellareddyguda Branch, Hyderabad.
Stock Code	:	BSE : 524484
ISIN	:	INE358P01012



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Notice

Notice is hereby given that the **Twenty Fourth (24th) Annual General Meeting** of the Members of Trans Medicare Limited will be held on Thursday the 12th September, 2013 at 11.00 A.M. at the factory premises at 11/4, IDA, Nacharam Hyderabad – 500 076 to transact the following business:

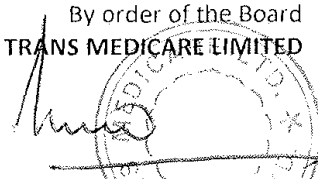
Ordinary Business:

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2013 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. Haridass Ramesh who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mr. Lakshmi Ram lakhavathu who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. B.Srinivas Rao & Company (Firm Registration No. 008763S) Chartered Accountants, Hyderabad the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Audit Committee and approved by the Board.

SPECIAL BUSINESS

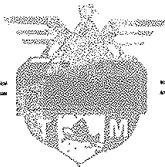
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution,
"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any of the Companies Act, 1956 Mr. Soma Sekhar Marthi, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation."

Place: Hyderabad
Date: 08.08.2013

By order of the Board
For TRANS MEDICARE LIMITED

HARIDASS RAMESH
DIRECTOR

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself.
2. The Proxy need not be a member of the Company.
3. Dully filled in Proxy form must be deposited at the Registered Office of the Company before 48 hours of the time fixed for holding the meeting.
4. Explanatory Statement pursuant to section 173(2) of the companies Act, 1956 is annexed hereto and forms part of the notice.
5. Member/Proxies should bring the Attendance Slip duly filled in for the attending the meeting.
6. Members are requested to bring their copies of the report and accounts of the Company.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 09.09.2013 the 12.09.2013 (both days inclusive).



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EXPLANATORY STATEMENT


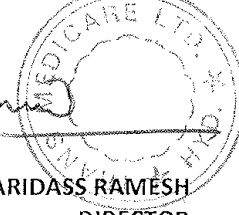
(Pursuant To Section 173(2) Of the Companies Act, 1956)

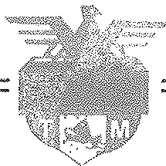
Item No. 5

The Board of Directors of your Company at its meeting held on 1st December, 2012 had appointed Mr. Soma Sekhar Marthi as an Additional director of the Company. In terms of the Provisions of the Section 260 of the Companies Act, 1956 .Mr. Soma Sekhar Marthi holds the office up to the date of this Annual General Meeting your company has received a notice, in writing under Section 257 of the Companies Act, 1956 along with a requisite deposit signifying his intention to appoint Mr. Soma Sekhar Marthi as a Director of the Company.

Place: Hyderabad
Date: 08.08.2013

By order of the Board
For TRANS MEDICARE LIMITED



HARIDASS RAMESH
DIRECTOR



TRANS MEDICARE LTD.

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Director's Report

To
The Members

Your Directors have great pleasure in presenting their 24th Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March 2013.

Financial Results:

The financial results of the Company for the financial year ended March 31, 2013 are as under:

Rs. in Lakhs

Particulars	2012-2013	2011-2012
Sales & other income	0.00	0.00
Total Expenditure	40.66	8.37
Profit/(Loss) before extraordinary item	(40.66)	(8.37)
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	(40.66)	(8.37)

Operations

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

Dividend

Since the company is incurring losses your Directors cannot recommend any dividend for the year under review.

Scheme of Arrangement

Your Directors at the Board Meeting held on 8th August 2013 have considered a Scheme of Arrangement for Reorganisation and Restructuring of the capital of the company and also amalgamation of M/S TSS Projects and Industries Private Limited and Transfreight Shipping and Allied Services Private Limited with the company. The company is in the process of taking further steps in this regard.

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

Directors

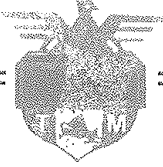
Appointments by rotation

In accordance with the provisions of the Companies Act, 1956 read with the Article of Association of the Company, Mr. Haridass Ramesh and Mr. Lakshmi Ram Lakhavathu, Directors of the company will retire by rotation at this meeting and being eligible, offer themselves for reappointment. Your Board recommends their re-appointment.

The Board of Directors at their meeting held on December 1, 2012 appointed Mr. Soma Sekhar Marthi as an Additional Director of the company who ceases to be a Director at this Annual General Meeting. Your Board recommends his appointment as an Independent Director whose period of office shall be liable to retire by rotation.

Cessation:

During the year Mr. Mahender Kurre has expressed his inability to continue as a Director due to his other commitments.



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Directors' Responsibility Statement:

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

- i. In the preparation of the annual accounts for the financial year ended March 31, 2013. The applicable Accounting Standards have been followed along with proper explanations relating to material departures:
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and a fair view of the state of affairs of the company as at March 31, 2013 and of the profit or loss of the company for the said period.
- iii. that the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- iv. The directors had prepared the annual accounts for the financial year ended March 31, 2013 on a "going concern" basis.

Auditors

M/s B. Srinivasa Rao & Co., the Statutory Auditors of the company will retire at the conclusion of this Annual General Meeting. They are offered themselves for re-appointment as statutory auditors and have confirmed that their re- appointment, if made, would be within the limits prescribed under section 224(1B) of the Companies Act, 1956. The notes to Accounts forming part of the financial statements are self explanatory and need no further explanation.

Internal Control Systems and their adequacy

The Management continuously reviews the internal control systems and procedures for the efficient conduct of the company's business. The company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The internal Auditor of the company conducts the audit on regular basis and the Audit Committee actively reviews internal reports and effectiveness control system.

Public Deposits:

During the year under review, your company has neither invited nor accepted any fixed deposits from the public.

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.

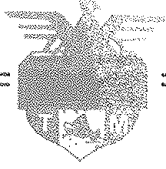
Conservation of Energy, Technical Absorption and Foreign Exchange Earnings and Outgo:

In accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the information relating to foreign exchange earnings and outgo is provided in Annexure I forming part of this report.

Corporate Governance:

The Corporate Governance Report as per the Clause 49 of the Listing Agreement 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.




TRANS MEDICARE LTD.

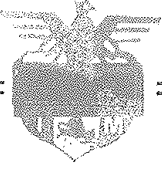
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Acknowledgments:

The Directors of your company thank the Central and State Government and their concerned Departments / Agencies / Regulatory Authorities for their continued support and co-operation. The Directors also wish to place on record the support extended by various Banks, Financial Institutions and every stakeholder of the company.

By order of the Board
For TRANS MEDICARE LIMITED

HARIDASS RAMESH
DIRECTOR

Place: Hyderabad
Date: 08.08.2013



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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.

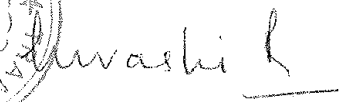
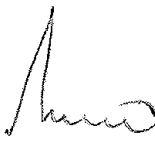
Form A

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

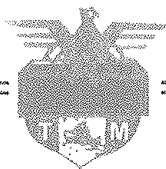
A.		Power & fuel consumption	2012-2013	2011-2012
	1.	Electricity		
	a.	Purchased units	Nil	Nil
		Total amount (Rs.)	Nil	Nil
		Rate/Unit (Rs.)		Nil
	b.	Own Generation		
		i. Through diesel generator units (Nos.)	Nil	Nil
		Unit per liter diesel oil (No.)	Nil	Nil
		Cost/Unit (Rs.)	Nil	Nil
		ii. Through 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	2012-2013	2011-2012
	i.	Foreign exchange earned (Rs.)	Nil	Nil
	ii.	Foreign exchange used (Rs.)	Nil	Nil
	iii.	Foreign travel (Rs.)	Nil	Nil

Place: Hyderabad.
Date: 08.08.2013

By order of the Board
For TRANS MEDICARE LIMITED



HARIDASS RAMESH URVASHI RAMESH
Director Director



TRANS MEDICARE LTD.

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure & Developments and Outlook

The Pharmaceutical and Bulk Drug industry is expected to achieve further growth in the coming years and the industry is witnessing vertical growth by mergers and acquisitions.

2. Opportunities & Threats, Risks & Concerns

The industry is under constant pressure from new entrants as well as small and medium industries. To face the competition the industry requires huge investments and compliance with stringent FDA approvals. The Company has become a sick unit and is required to raise the necessary finances for recommencing the operations as per the plan. The competition and entry of big players in the industry is a grave risk and concern for the Company.

3. Segment-wise performance

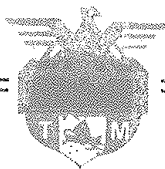
The company operates in only one segment and as such segment wise performance is not applicable.

4. Internal Controls & Their Adequacy

The Company has adequate internal control systems. The company also has an audit committee of directors to oversee the financial transactions, statutory liabilities, safe guarding of assets of the company.

5. Human Resources & Industrial Relations.

The company believes that the skilled employees are the greatest asset and wish to maintain always-cordial relations with them. The company also feels that continuous training in the latest technological developments is a necessity for the growth of the organization. However during the year there were no employees as there were no operations.



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CORPORATE GOVERNANCE REPORT

In compliance with Clause 49 of the Listing Agreement entered into with stock exchanges, the company is providing below a report on the matters as mentioned in the said clause and practices followed by the company.

A) MANDATORY REQUIREMENTS

1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The company aims at achieving transparency, accountability and equity in all facets of its operations, and in all interactions with stakeholders, including shareholders, employees, government, lenders and other constituents, while fulfilling the role of a responsible corporate representative committed to good corporate practices. The company is committed to achieve good standards of corporate governance on a continuous basis by laying emphasis on ethical corporate citizenship and establishment of good corporate culture which aims at true Corporate Governance.

The company believes that all its operations and actions must in enhancement of the overall shareholders value in terms of maximizing shareholder's benefits over a sustained period of time.

2) BOARD OF DIRECTORS

a) Size and Composition of the Board:

The policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and management. The total strength of the Board as on March 31, 2013 is 5 (Five) Directors comprising of Two Promoter Executive Directors, Three Independent Directors.

Following is the present composition of our Board and their number of directorships in other companies.

Name of the Director	Designation	Director Identification Number	Category of Directorship	No. of other Directorships	No. of Committee Memberships
Mr. Haridass Ramesh	Director	00107388	Executive	14	0
Mrs. Urvashi Ramesh	Director	02458629	Executive	12	0
Mr. Rajath Patankar	Director	02730988	Independent	0	3
Mr. Lakshmi Ram Lakavathu	Director	03614086	Independent	0	3
Mr. Soma Sekhar Marthi (appt. w.e.f 1 st December, 2012)	Director	01639585	Independent	6	2

b) Board Meetings held during the year:

The Board of Directors met eight times during the year on 10.05.2012, 08.08.2012, 28.08.2012, 11.09.2012, 16.10.2012, 01.12.2012, 13.01.2013 and 18.01.2013

3) Committees of the Board

a) AUDIT COMMITTEE

In terms of Clause 49 of the Listing Agreement, the Audit committee constituted by the Board consists of only Non – Executive and Independent Directors. The committee had met Four times .

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.