

TRANS MEDICARE LIMITED



25TH ANNUAL REPORT 2013-14

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COMPANY INFORMATION

BOARD OF DIRECTORS

1.	Mr. Ramesh Haridass	:	Chairman & Director
2.	Mrs. Urvashi Ramesh	:	Vice Chairman
3.	Mr. Soma Sekhar Marthi	:	Independent Director
4.	Mr. Lakshmi Ram Lakhavathu	:	Independent Director
5.	Mr. Rajath Patankar	:	Independent Director

BANKERS

State Bank of India
Yellareddyguda Branch,
Hyderabad.

STATUTORY AUDITORS

M/s. B. Srinivasa Rao & Co,
Ameer Estate, Flat No. 103,
S.R. Nagar,
Hyderabad-500 038

REGISTRARS & 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

PLANT LOCATION

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

STATE CODE : BSE: 524484

ISIN: INE358P01012

CIN: L24230AP1989PLC009458

Registered Office:

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

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of **TRANS MEDICARE LIMITED** will be held on Tuesday, the 30th September 2014 at 2.00 P.M at its Registered Office situated at H.No.3-179/NR, Plot No.179, Guttalabegampet-S1, Phase-II, Kavuri Hills, Madhapur, Hyderabad – 500081, TG, to transact the following business.

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and Statement of Profit & Loss for the year ended on that date together with Notes thereto and the Reports of Board of Directors' and Auditors' thereon.
2. To appoint a director in the place of Mrs. Urvashi Ramesh, who retires by rotation, and being eligible, offers herself for re-appointment.
3. To appoint M/s. B.Srinivasa Rao & Co. Chartered Accountants as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications(s), the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. B.Srinivasa Rao & Co. Chartered Accountants, (Firm Reg. No. 008763S) be and is hereby re- appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Twenty Eight AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), on such remuneration as shall be fixed by the Board of Directors.

Special Business

4. Appointment of Mr. Soma Sekhar Marthi, as an Independent Director of the Company

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Soma Sekhar Marthi (DIN No.01639585), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2015.”

5. Appointment of Mr.Lakshmi Ram Lakhavathu, as an Independent Director of the Company

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Lakhavathu Lakshmi Ram (DIN No.03614086), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2015.”

6. Appointment of Mr. Rajath Patankar, as an Independent Director of the Company

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Rajath Patankar (DIN No.02730988), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2014 up to 29th September, 2015.”

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4,5 and 6 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item No. 2, 4, 5 and 6 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy or proxies, to attend and vote on poll, instead of himself and the proxy need not be a member of the company.** The instrument appointing proxy should, however, be deposited at the registered office of the Company not later than 48 hours before the scheduled commencement of the meeting.
3. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from 27th September, 2014 to 30th September, 2014 (both days inclusive).

Members are requested to intimate immediately any change in their address to the Share Transfer Agents Address: M/s. Bigshare Services Private Limited, Flat No. 306, Right wing, Amrutha Ville, Opp Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad-500082, Tel: 91-40-23374967/ 23370295 Fax: 91-40-23370295 and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.

5. Members / Proxies are requested to bring the Attendance slip duly filled in.

6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

7. We wish to inform you that our Company shares have been admitted in Central Depository Services India Ltd (CDSL) for the purpose of holding and trading of the shares in electronic mode. The ISIN allotted to M/s. Trans Medicare Limited is INE358P01012. Members who are holding shares in physical form are advised in their own interest to immediately apply for Dematerialization of their shares to hold the same in an electronic form, In order to dematerialize your shares and convert them into the electronic form, you are requested to open a Beneficiary Account with a Depository Participant (DP) and submit a dematerialization request along with the original share certificate(s) to a DP with whom you open a Beneficiary Account. The DP in turn will send your share certificate(s) to M/s. Bigshare Services Private Limited, Flat No. 306, Right wing, Amrutha Ville, Opp Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad-500082, Tel: 91-40-23374967/ 23370295 Fax: 91-40-23370295 for dematerialization of shares. Thereafter, you will receive a confirmation from the DP that the shares have been dematerialized and held in the electronic form, subject to meeting the entire statutory requirement for conversion from physical mode to the electronic mode.

8. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

To support the "Green Initiative" the Members who have not registered their email addresses are requested to register the same with Company's Registrar and Transfer Agent as per the details given hereunder.

For further clarification, if any, please feel free to write to our Registrar & Share Transfer Agent at the following address:

BIGSHARE SERVICES PVT. LTD.
306, Right Wing, Amrutha Ville,
Opp.Yasodha Hospital,
Somajiguda, Raj Bhavan Road,
Hyderabad - 500 082.
Tel: 91-40-2337 4967 | 2337 0295
Fax: 91-40-2337 0295
E-mail: bsshyd@bigshareonline.com

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Bigshare Services Pvt Ltd.

10. In Compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. It may be noted that this e-voting facility is optional.

EVSN	Start Date	End Date
140910033	24th september, 2014 (9.00 A.M)	26th september, 2014 (600 PM)

Instruction for E-Voting :

A. In case of members receiving email:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on 'Shareholders' tab
- iii. Now, Select the 'Company Name' from the drop down menu and click on 'SUBMIT'
- iv. Now Enter your ID
 - a. For CDSL:16 digits beneficiary ID
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - i. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company. please enter the member id / folio number in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company election screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant < TRANS MEDICARE LIMITED> on which you choose to vote.
- xii. On the Voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/ NO' for voting. Select the Option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the 'RESOLUTION FILE LINK' if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK' else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on 'Click here to print' option on the voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- * Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - * They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - * After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - * The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - * They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote

C. Other Instructions:

- i. The e-voting period commences on Wednesday, September 24, 2014 (9.00 a.m. IST) and ends on Friday, September 26, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 29th August, 2014.
- iii. Mr. Tummuluru Krishna Murty Practicing Company Secretary (FCS - 142,CP-1293), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Tummuluru Krishna Murty Practicing Company Secretary (FCS - 142,CP-1293), at the Registered Office of the Company not later than Saturday, 27th September, 2014 (6.00 p.m. IST).
- vi. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to info@transmedicare.co.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Saturday, 27th September, 2014 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- vii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.transmedicare.co.in and on the website of CDSL www.evotingindia.com within two days of the passing of the resolutions at the 25th AGM of the Company on 30th September, 2014 and communicated to the BSE Limited, where the shares of the Company are listed.

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

Sd/-

Haridass Ramesh
Chairman & Director

Date: 05.09.2014

Place: Hyderabad

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5 & 6 of the accompanying Notice:

Item No. 4, 5 & 6:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchange, appointed Mr. Soma Sekhar Marthi, Mr. L Lakshmi Ram and Mr. Rajath Patankar, as Independent Directors in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Except Mr. Soma Sekhar Marthi, Mr. L Lakshmi Ram and Mr. Rajath Patankar, who are interested to the extent of their appointment, none of the Directors and key managerial personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 4, 5 & 6 of the Notice.