

26th ANNUAL REPORT

2014-2015



TRANS MEDICARE LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | | |
|------------------------|---|----------------------|
| 1. Mr. Ramesh Haridass | : | Chairman & Director |
| 2. Mrs. Urvashi Ramesh | : | Vice Chairman |
| 3. Mr. Rajath Patankar | : | Independent Director |

COMMITTEES OF THE BOARD

Audit Committee

- | | | |
|------------------------|---|----------|
| Mr. Rajath Patankar | : | Chairman |
| Mr. Marthi Soma Sekhar | | |

Nomination and Remuneration Committee

- | | | |
|------------------------|---|----------|
| Mr. Rajath Patankar | : | Chairman |
| Mr. Marthi Soma Sekhar | | |

Corporate Social Responsibility Committee

- | | | |
|------------------------|---|----------|
| Mr. Rajath Patankar | : | Chairman |
| Mr. Marthi Soma Sekhar | | |

Stakeholders Relationship Committee

- | | | |
|------------------------|---|----------|
| Mr. Rajath Patankar | : | Chairman |
| Mr. Marthi Soma Sekhar | | |

Statutory Auditors

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

- | | |
|---|--|
| : | M/s. Marthi & Co.,
Company Secretaries
6-2-941, Flat No. 201, IIIrd Floor,
IIrd Floor, Moghal's Emami Mansion,
Chintalbasti Road, Khairatabad,
Hyderabad-500 004, India |
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Company Bankers

- | | |
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| : | State Bank of India
Yellareddyguda Branch |
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TRANS MEDICARE LIMITED

Registered Office	:	TRANS MEDICARE LIMITED CIN: L24230AP1989PLC009458 H.No.3-179/Nr, Plot No.179, Guttalabegampet-S1, Phase II Kavuri Hills, Madhapur, Hyderabad-500081. E-mail:info@transmedicare.co.in www.transmedicare.co.in Phone:040-4902 1239
Registrars & Share Transfer Agents	:	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
Plant Location	:	Unit – I, Plot No.11/4, IDA, Nacharam Hyderabad-500 076.
Stock Exchanges where as Company shares are listed	:	Bombay Stock Exchange Limited Scrip Code: 524484
ISIN	:	INE358P01012

TRANS MEDICARE LIMITED

TRANS MEDICARE LIMITED

H.No.3-179/NR, Plot No.179, Guttalabegampet-S1,
Phase II, Kavuri Hills, Madhapur
Hyderabad-500081, Telangana, India

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of M/s.**TRANS MEDICARE LIMITED** will be held on Monday the 30th November, 2015 at 04:00p.m. at H.No.3-179/NR, Plot No.179, Guttalabegampet-S1, Phase-II, Kavuri Hills, Madhapur, Hyderabad – 500081, Telangana, to transact the following business.

ORDINARY BUSINESS

1. ADOPTION OF AUDITED ACCOUNTS AND REPORTS

To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2015, and the Balance Sheet and Cash Flow Statement as on at that date, together with the Director's Report and the Auditors' 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 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 Thirtieth AGM of the Company to be held in the year 2020 (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. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Rajath Patankar (DIN No.02730988)**, who was appointed as an **Independent Director** of the Company liable to retire by rotation under the provisions of the Companies Act, 1956, in respect of whom the Company has received a notice from a member proposing his candidature for the office of **Independent Director**, not liable to retire by rotation be and is hereby appointed as an **Independent Director** of the Company with effect from **30th November, 2015 up to 30th September, 2020**.

By order of the Board of Directors
For Trans Medicare Limited

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

Place : Hyderabad
Date : 03.11.2015

Registered Office:

H.No.3-179/NR, Plot No.179,
Guttalabegampet-S1, Phase II,
Kavuri Hills, Madhapur,
Hyderabad-500081.
CIN: L24230AP1989PLC009458
Email :info@transmedicare.co.in
Website:www.transmedicare.co.in
Ph No.: 040-4902 1239

TRANS MEDICARE LIMITED

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy form duly completed must be lodged at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy Form is annexed to this Report. Proxies submitted on behalf of Limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday the 28th November, 2015 to Monday 30th November, 2015 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

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.

4. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking appointment and re-appointment at the meeting are annexed.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' to M/s. Central Depository Services Limited. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

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7. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on 23rd November, 2015 (cut off date) are entitled to vote on the Resolutions set forth in this Notice. The Members may cast their votes on electronic voting system from place other than the venue of the meeting(remote e-voting).The remote e-voting period will commence on 27th November, 2015 and will end at 30th November, 2015 The Company has appointed M/s. Marthi Soma Sekhar, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

8. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
9. Members are requested to kindly bring their copies of the Annual Report to the Meeting. As a measure of economy, copies of the Annual Report will not be distributed at the Annual general Meeting.
10. The Notice of the AGM along with the Annual Report 2014-15 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

11. 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.

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12. 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
151113004	27 th November, 2015 at 09:00 a.m.	30 th November, 2015 at 05:00 p.m.

13. 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.
14. 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.
15. Voting through Physical Ballot

In compliance with the provisions of the Companies Act, 2013 and Rules, 2014 there under, the Company is pleased to provide members those who have not exercised their vote through remote e-voting, can exercise their vote in physical form in the ballot facility, being extended to the shareholders at the venue of the Meeting. The result of the physical ballot shall be declared along with the result of the remote E-voting.

E-voting procedure

The company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:-

A. In case of members receiving email:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on 'Shareholders' tab

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- 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.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>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.</p> <p>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.</p>
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#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

- 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.

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- 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 Friday, November 27, 2015 (9.00 a.m. IST) and ends on Sunday, November 30, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd November, 2015, 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.