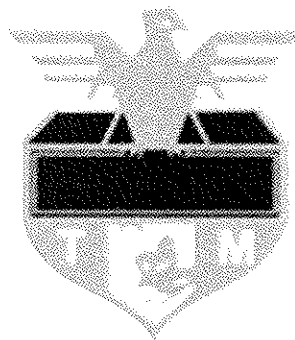


# **28<sup>th</sup> ANNUAL REPORT**

## **2016-2017**



# **TRANS MEDICARE LIMITED**

## **TRANS MEDICARE LIMITED**

28<sup>th</sup> ANNUAL GENERAL MEETING

Date : 29<sup>th</sup> September, 2017

Day : Friday

Time : 02:00 P.M.

Venue : H.No.3-179/NR, Plot No.179

Guttalabegampet-S1, Phase II,

Kavuri Hills, Madhapur,

Hyderabad-500081.

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**No Gifts will be distributed at the meeting**

## **TRANS MEDICARE LIMITED**

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TRANS MEDICARE LIMITED  
CIN NO : L24230AP1989PLC009458

### **BOARD OF DIRECTORS**

**Shri RAMESH HARIDASS**

Director

**Smt URVASHI RAMESH**

Director

**Shri RAJATH PATANKAR**

Independent Director

### **Statutory Auditors :**

M/s. Y.Raghuram & Co,  
Chartered Accountants  
Hyderabad  
TELANGANA, India

### **Registered & Corporate Office:**

PlotNo.118, Phase -I  
Kamalapur, 8-3-833/118,  
Srinagar Colony, Hyderabad-500 073  
TELANGANA, India

### **Bankers :**

State Bank of India  
Yellareddyguda Branch  
Hyderabad  
TELANGANA, India

### **Registered Office :**

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

### **Plant Location**

Unit -I, Plot No.11/4,  
IDA Nacharam  
Hyderaabd-500 076  
TELANGANA, India

### **REGISTRARS & SHARE TRANSFER AGENTS :**

#### **M/s. 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

## **TRANS MEDICARE LIMITED**

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### **NOTICE**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of M/s. Trans Medicare Limited will be held on **Friday 29<sup>th</sup> September, 2017** at H.No.3-179/NR, Plot No.179, Guttalabegampet-S1, Phase II, Kavuri Hills, Madhapur, Hyderabad-500081, Telangana - at 02.00 P.M to transact the following business:

### **ORDINARY BUSINESS**

#### **1. ADOPTION OF AUDITED ACCOUNTS AND REPORTS**

To receive, consider and adopt the Balance Sheet as at 31st March, 2017 and Profit and Loss A/c for the year ended, as on that date and the Directors Report and Auditor's Report 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** M/S Brahmayya & Co, Chartered Accountants, Hyderabad, Firm Registration No 0000513S be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors. "

### **SPECIAL BUSINESS**

#### **4. CHANGE IN NAME OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, relevant rules made there under and other applicable enactments, as amended from time to time and subject to the approval of the Central Government, the Members of the Company hereby accord their approval for changing the name of the Company from "Trans Medicare Limited to " New Heaven Enterprises Limited " or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.

**RESOLVED FURTHER THAT** upon the change of name of the Company becoming effective, the name "Trans Medicare Limited' wherever it occurs in the Memorandum and Articles of Association be substituted by the name "New Heaven Enterprises Limited" or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.

## **TRANS MEDICARE LIMITED**

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to make necessary application(s) with the Central Government / Registrar of Companies, Andhra Pradesh and Telangana for seeking their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this Resolution in the best interests of the Company."

By the order of the Board of Directors  
For **Trans Medicare Limited**

Sd/-  
(Haridass Ramesh)  
Director

Place : Hyderabad  
Date :14-08-2017

## TRANS MEDICARE LIMITED

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### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Register of members and share transfer books of the company will remain closed from 26-09-2017 to 29-09-2017 (both days inclusive).
3. Members / Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
4. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
5. As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, ***may furnish the required details to the Company in prescribed form.***
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, Bigshare Services Pvt Ltd, 306, Right Wing, Amruta Ville, Opp Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad 500082.
7. Electronic copy of the Notice of the 28<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Notice of the 28<sup>th</sup> Annual General

Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that the Notice of the 28<sup>th</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [info@transmedicare.co.in](mailto:info@transmedicare.co.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection between 2:00 p.m. to 4:00 p.m. on all working days from Monday to Friday. Even after registering for E-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company or to its Registrar and Share Transfer Agent, at the following Email ID : [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com) / [info@transmedicare.co.in](mailto:info@transmedicare.co.in)

## **TRANS MEDICARE LIMITED**

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### **8. VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 28<sup>th</sup> Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of M/s. National Depository Services Limited (NDSL) as the authorized agency to provide the e-voting facility.

The detailed instructions for E-voting are given herebelow.

9. Members are requested to quote their Registered Folio No. on all correspondence(s) with the Company.

Mr. S. S. Marthi (Membership No.FCS 1989), Practicing Company Secretary, is appointed as scrutinizer to conduct E-voting.

### **E-VOTING**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26<sup>th</sup> September, 2017 at 09.00 a.m. and ends on 28<sup>th</sup> September, 2017 at 5.00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2017 (cut off date), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)] :

## TRANS MEDICARE LIMITED

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- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Trans Medicare Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [spcspl@gmail.com](mailto:spcspl@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is pasted as below/at the bottom of the Attendance Slip for the AGM)

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
107888	-	-

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.



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- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22<sup>nd</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. S.S. Marthi, Company Secretary (Membership No. FCS 1989) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [info@transmedicare.co.in](mailto:info@transmedicare.co.in) and on the website of NSDL immediately after the

## **TRANS MEDICARE LIMITED**

declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board of Directors  
For **Trans Medicare Limited**

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

Place : Hyderabad  
Date : 14.08.2017

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **ITEM NO.4**

#### **CHANGE IN NAME OF THE COMPANY**

For Sometime past the Directors have been giving a thought to change the name of the company.

The Company has already applied to the Registrar of Companies about the availability of new name “ New Heaven Chemicals Limited ” or any other name as approved by the Registrar of Companies for registration under Sections 4,13 and other applicable provisions if any of the Companies Act, 2013, and subject to the resolution being passed an application will be made to the Central Government for approval of the change of name under Section 4,13 of the Act.

If the change of name is approved, share certificates already issued will not be called in only for the purpose of exchange into certificates bearing the new name, but will be so exchanged as and when the existing certificates come into the possession of the company and in the meantime the existing certificates will continue to be accepted for all purposes as indicating entitlement to shares of the Company.

No Director or Key Managerial Personnel of the company has any interest in the resolution except as a member, if any, of the Company.