29th Annual Report
2018-2019

Innovating & Marching ahead with Biologicals

TRANSGENE
BIOTEK LIMITED
INNOVATING FOR LIFE

BOARD OF DIRECTORS

Dr. K. Koteswara Rao	Chairman & Managing Director
Mrs. Sujana Kadiam	Director
Ms. Pardesi Naga Vaishali	Director
Mrs. Ankita Jain (From 24-05-2019)	Company Secretary
Sri Chowdari Prasad (From 24-05-2019)	Chief Financial Officer

Registered Office

Plot Nos. 69 & 70,
Anrich Industrial Area,
IDA Bollaram,
Sangareddy District. T.S. - 502 325.

Factory

Plot Nos. 69 & 70,
Anrich Industrial Area,
IDA Bollaram,
Sangareddy District. T.S. - 502 325.

Auditors

M/s. Manisha Dubey & Associates
Charted Accountants
Firm Registration No. 010114S
Hyderabad

Bankers

IndusInd Bank,
Madhapur Branch
Hyderabad.

Share Transfer Agents

M/s. Bigshares Services Pvt. Ltd.
306, 3rd Floor, Right Wing,
Amrutha Vide, Bhavan Road,
Somajiguda, Hyderabad - 500 082.

NOTICE

Notice is hereby given that the Twenty Nine (29th) Annual General Meeting of the Members of M/s. TRANSGESNE BIOTEK LIMITED will be held on Monday, 30th September, 2019 at 11.00 Hours at ICSI Centre of Excellence, Survey No. 1, UDA Uppal, Genpact Software Company Road, Uppal, Hyderabad 500 039, Telangana State, 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, 2019 including the audited Balance Sheet as at March 31, 2019, Profit and Loss Account for the year ended as on that date, Directors' Report and Auditors' Report thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Ms. Pardesi Naga Vaishali who retires by rotation and being eligible offers herself for re-appointment.

3. APPOINTMENT OF AUDITORS

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

" RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Manisha Dubey & Associates, Chartered Accountants as Statutory Auditors of the Company made pursuant to the resolution passed by the members at the 28th Annual General Meeting of the company held on 20th December 2018 until the conclusion of the 29th Annual General Meeting, be and are hereby ratified to hold the office from the conclusion of this Annual General Meeting of the Company until the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2020 to examine and audit the accounts of the Company for the Financial Year 2019-20 at such remuneration to be fixed by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS

4. RE-APPOINTMENT OF DR. K. KOTESWARA RAO AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY.

Re-appointment of Dr K. Koteswara Rao (DIN No: 02287235) as Chairman and Managing Director of the Company.

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

Dr. K. Koteswara Rao wishes to resign as Managing Director of the company due to his advancing age beyond 77 years and his ongoing health reasons. However, due to some critical issues remaining unresolved and continuation of Dr K. K. Rao's services as Managing Director is of paramount importance at least till such time a suitable replacement is found, the Board of Directors recommend that Dr K. Koteswara Rao is requested to continue as Managing Director till a suitable person is appointed to the post of Managing Director.

In this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such permissions, consents and approvals from various authorities as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, consents and approvals, the approval of shareholders of the Company be and is hereby accorded for re-appointment of Dr. K. Koteswara Rao (DIN: 02287235) as Chairman & Managing Director of the Company for a period of 1 (one) year on the terms and conditions set out below in the explanatory statement annexed hereto which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things they may consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

By the Order Of the Board
For **TRANSGENE BIOTEK LIMITED**

Sd/-
Dr. K. KOTESWARA RAO
CHAIRMAN & MANAGING DIRECTOR

PLACE : HYDERABAD
DATE : 28-08-2019

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. The relevant details of the directors seeking appointment under Item Nos 2 as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange are annexed.3. Register of members and share transfer books of the company will remain closed from 27-09-2019 to 29-09-2019 (both days inclusive). Members / Proxies should bring the attendance slips duly filled in and signed for attending the meeting.

3 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.

4. 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.

5. 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.

5.6. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of the 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 26th Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of Central Depository Services Limited (CDSL) as the authorized agency to provide the e-voting facility.

The instructions for shareholders voting electronically are as under:

Mr. M V R Murthy, Membership No.F8522 and CP No. 9552, Practicing Company Secretary is appointed as scrutinizer to conduct E-voting.

STEPS FOR E-VOTING

6.7. The voting period begins on 27th September, 2019 at 9.00 a.m. and ends on 29th September, 2019 at 5.00 P.M. During this period shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

7.8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on 23rd September, 2019.

8.9. The shareholders should log on to the e-voting website www.evotingindia.com.

Click on Shareholders.

i) Now enter your User ID:

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

ii) Next enter the image verification as displayed and Click on Login.

iii) 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.

iv) 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 as mentioned in instruction (v).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN No (190903100) for the relevant TRANSGENE BIOTEK LIMITED on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print "option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians

are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Information required to be furnished under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for directors seeking appointment/reappointment in forthcoming annual general meeting:

(i)

Name of Director	Ms. Sujana Kadiam (DIN 07167872)
Date of Birth	06/02/1983
Date of Appointment	20/12/2018
Qualification	Post Graduate
Expertise	HR Professional
Other directorship CIN : L72200TG1993PLC007005	PFL INFOTECH LIMITED
Chairman/Members of the Committee in other Companies	Nil
No of shares held in the Company	Nil

(ii)

Name of Director	Ms. Paradesi Naga Vaishali (DIN 08164756)
Date of Birth	06/02/1983
Date of Appointment	28/05/2018
Qualification	Post Graduate
Expertise	HR Professional
Other directorship	Nil
Chairman/Members of the Committee in other Companies	Nil
No of shares held in the Company	Nil

(ii)

Name of Director	Dr. K. Koteswara Rao (DIN 02287235)
Date of Birth	11/10/1942
Date of Appointment	20/12/2018
Qualification	M.B.B.S., MBIM
Expertise	Medical Practice and Clinical Studies
Other directorships	None
Chairman/Members of the Committee in other Companies	None
No of shares held in the Company	15,211,902

DIRECTORS REPORT

Dear Shareholders

Your Directors submit to you the 29th Annual Report on the business & operations of the Company and Audited Statement of Accounts for the year ended 31st March, 2019 along with the Auditor's Report thereon.

Financial Results (Rs. in Lakhs)

Particulars	2018-2019	2017-2018
Total Income	210.90	749.09
Operational, Administration and other expenses	75.69	222.34
Gross Operating Profit	135.80	526.75
Interest and Financial Charges	25.05	102.82
Forex Gain/Loss	-	0.0132
Depreciation	989.42	989.14
Profit before Tax/Loss	(879.27)	(565.22)
Provision for Tax	-	78.61
Net Profit/Loss	(879.27)	(643.83)

OPERATIONS

The total turnover of the company for the year ended 31st March, 2019 amounted to Rs. 210.90 Lakhs as against Rs. 749.09 Lakhs in the previous year. The company incurred a net Loss of Rs. 879.27 Lakhs for the year as against a loss of Rs. 643.83 Lakhs in the previous year. As can be noticed, the management continued to revise books of accounts and has written off certain accounts wherever possible after following the standard accounting policies of India and in consultation with the auditors. This revision has resulted in increased operating loss from the previous year.

AUDITORS' COMMENTS

The operations in the Subsidiary are being shut down for more than three years (since financial year 2015-16) with no activities of any sort.

The consolidated financial statements were authorized for issue by the Company's Board of Directors on 14th August, 2019.

REVIEW AND RESULTS OF OPERATIONS

During the year, SEBI hearing on GDR matter has not yet been concluded, hence the company's ability to raise required funds to advance its technologies continues to be curtailed. But the management with the help of funds raised through strategic sale of unused assets and with the help of promoter's funds as and when required, continued to advance the TrabiORAL platform and in the process received patent approvals in various countries.