

30th Annual Report 2019-20

*Breaking technology barriers
Bringing smiles on millions of faces*





TRANSGENE BIOTEK LIMITED

BOARD OF DIRECTORS

Dr. K. Koteswara Rao	Chairman & Managing Director
Mrs. Sujana Kadium	Director
Ms. Swetha Marri (From 03-06-2020)	Director
Mr. Santosh Kumar (From 12-11-2019)	Director
Ms. Pardesi Naga Vaishali (Upto12-11-2019)	Director
Mrs. Ankita Jain	Company Secretary
Mr. Chowdari Prasad	Chief Financial Officer

Registered Office

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

Auditors

M/s. Manisha Dubey & Associates
Chartered 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.



Reporting Principles

The Report is prepared in line with the Companies Act, 2013 (and the Rules made thereunder), Indian Accounting Standards, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards.

Forward-looking Statements

Certain statements in this Report relating to our business operations and prospects may be forward-looking statements. These statements can be identified by usage of words such as 'believes', 'estimates', 'anticipates', 'expects', 'intends', 'may', 'will', 'plans', 'outlook' and other words of similar meaning in connection with a discussion of future operating or financial performance.

These forward-looking statements are dependent on assumptions, data or methods that may be incorrect or imprecise and hence may be incapable of being realised. Such statements are not guaranteed of future operating, financial and other results, but constitute our current expectations based on reasonable assumptions.

The company's actual results could materially differ from those projected in any forward-looking statements due to various future events, risks and uncertainties some of which are beyond our control. We do not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



Chairman's speech at the 30th Annual Meeting of the shareholders - 30th September 2020

Good morning ladies and gentlemen,

We are facing a massive task never experienced before with the a pandemic like COVID-19 posing a significant global challenge.

In addition to the grave health concerns, we are seeing a much wider impact on all of our lives and understandably, there is a great sense of unease everywhere. How we respond to this challenge is a test of our character and who we really are.

Resilience, discipline and above all commitment to overcome the challenges demonstrates the inherent strength in these times of crisis. Determination to face the challenges and commitment to complete the tasks against all odds is the stuff that Transgene is made up of. I am sure in the testing times ahead we will continue to face these challenges head-on and will have the opportunity to demonstrate our mettle.

It is in this context that I address you on behalf of our Board of Directors, our scientists, our employees, bankers and supporting staff.

First and foremost, we would like to thank you for your continued trust and belief in our ability to stand up in spite of monumental challenge that the Covid crisis has thrown upon us as in case of millions of others. Your trust and belief in us make all the difference.

To a company choking with SEBI imposed restrictions paralysing most of its activities, Covid pandemic has added its part to choke it further. It is the resilience, patience and courage that has driven the management not to be disheartened or discouraged but to pursue the path of duty and righteousness. It is that resilience that raised prospects of Transgene reinvigorating itself against all adds that will light up glory for all to witness in the coming days.

TrabiORAL™ - "Comfort, Convenience & Compliance "

Coming to operations at Transgene, the timing of Covid pandemic could not be more cruel in its impact on the planned studies on TrabiORAL, a study that we are all waiting for. It is a script full of ups and downs filled with excitement and disappointments as probably the case with many innovations. Studies that were to be carried out by a large global company were postponed at the very last minute due to circumstances beyond our control. It has been a huge disappointment for the team at Transgene for postponement of those studies.

TrabiORAL has evolved into a unique technology platform waiting to demonstrate its utility in diverse clinical conditions with a potential to transform global injectable portfolio with a slogan **"Comfort, Convenience and Compliance"**, three vital pillars in any drug delivery. In case of TrabiORAL it embodies all three vital elements in transforming hitherto possible only through an injectable route into a comfortable and convenient form of oral liquid or tablet that makes a person to be compliant in taking that medication without fear. It is to transform the world of injectable diabetic drugs, vaccine and even cancer drugs thereby avoiding the need for hospitalization.



Monetization process for TrabiORAL has already started waiting for the results on studies conducted on two diabetic molecules that will enable the management to conclude monetary terms in the relevant clinical area. The management plans to move ahead with monetization on other clinical segments too in the days ahead.

Transgene is ready to move with swiftness on other technologies too which are lying dormant, an exciting portfolio that remains even to this day on the frontiers of biological sciences.

I, on a personal front, am looking forward to passing on this baton though we could not succeed to do so in spite of vigorous efforts during the last year. Greater clarity may emerge after monetization of TrabiORAL and possibly after addressing the SEBI imposed restrictions adequately.

I want to close by thanking Transgene's employees for the way they have responded to Covid pandemic in recent months. They have all worked in spite of Covid pandemic even under lockdown conditions whenever permissible, many times going far beyond the call of duty. They have been a credit to the company during this crisis, just as they have been in support of our plans for reinventing Transgene.

And finally, I once again thank our shareholders and we are grateful for your continuing faith in our company.

In the weeks, months and years to come, we seek to repay that faith – by transforming the world's injectable arena into a more acceptable oral liquid dosage form and providing more solutions by breaking scientific barriers.

Thank you.

(K. Koteswara Rao. Dr)
Chairman, Transgene Biotek Ltd

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Notice for AGM - 2019-20



TRANSGENE BIOTEK LIMITED

Notice is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of M/s. TRANSGENE BIOTEK LIMITED will be held on Wednesday, 30th September, 2020 at 11.00 Hours through Video Conferencing/ Other Audio - Visual Means (OAVM) 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, 2020 including the audited Balance Sheet as at March 31, 2020, 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. Sujana Kadium 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 29th Annual General Meeting of the company held on 24th September 2019 until the conclusion of the 30th 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 31th Annual General Meeting of the Company to be held in the year 2021 to examine and audit the accounts of the Company for the Financial Year 2020-21 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.

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.”

5. APPOINTMENT OF INDEPENDENT DIRECTOR

To approve and confirm the appointment of MR SANTOSH KUMAR as 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 Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sri. Santhosh Kumar (DIN:08658555) who was appointed as an additional director of the Company, categorized as an Independent, Director by the Board of Directors with effect from 12th November, 2019, in terms of Section 161 of the Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013, proposing Sri. Santhosh Kumar (DIN:08658555) for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 3 years with effect from 12th November, 2019, not liable to retire by rotation.

6. APPOINTMENT OF INDEPENDENT DIRECTOR

To approve and confirm the appointment of Ms SWETHA MARRI as 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 Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms.Swetha Marri (DIN:08754103) who was appointed as an additional director of the Company, categorized as an Independent, Director by the Board of Directors with effect from 03rd June, 2020, in terms of Section 161 of the Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013,



proposing Ms.Swetha Marri (DIN:08754103) for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 3 years with effect from 03rd June, 2020, not liable to retire by rotation.

7. LICENSING AGREEMENT OF TRABIORAL TECHNOLOGY WITH GVK-BIO

To consider and if thought fit, as provided in the explanatory notes to this item, to pass the following resolution with or without modification(s) as a Ordinary Resolution:

“RESOLVED THAT the Consent of the Shareholders is hereby accorded for the execution and signing of the Definitive Licensing Agreement to be entered into between the Company and GVK Biosciences Pvt Ltd.”

“RESOLVED FURTHER THAT Dr. K. Koteswara Rao, Managing Director of the Company be and is hereby severally/jointly authorized to negotiate, finalize and execute the agreement and documents on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Definitive Licensing Agreement and Power of Attorney”.

“RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed and stamped on the Definitive Licensing Agreement and such other documents as may be required to be executed under the Common Seal of the Company in the presence of any one of the authorized signatories.”

8. RESTRUCTURING PROMOTER’S SHAREHOLDING

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

" RESOLVED THAT in accordance with Regulation 3IA of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the shareholders be and is hereby accorded to reclassify the following persons forming part of the Promoter Group.

Name of the Shareholders	No of shares held	% of the paid up capital
Mrs. Nirmala Kollipara	1192000	1.57 %
Mr. Srinivas Kollipara	24000	0.03 %
Dr. Koteswara Rao Kollipara	15211902	20.07 %
TOTAL	16427902	21.68

“RESOLVED FURTHER THAT re-classification of promoters shall be subject to the following conditions:



- a) Such promoter shall not directly or indirectly exercise control over the affairs of the entity.
b) The event of re-classification shall be disclosed to the stock exchange as a material event in accordance with the provisions of these regulations.”

“RESOLVED FURTHER THAT after such reclassification following shall be the Promoters of the Company

Name of the Shareholders	No of shares held	% of the paid up capital
Dr. Koteswara Rao Kollipara	16427902	21.68

“RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchanges upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions. “

“RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

By the Order Of the Board
For TRANSGENE BIOTEK LIMITED

Sd/-

PLACE: HYDERABAD
DATE: 24.08.2020

Dr. K. KOTESWARA RAO
CHAIRMAN & MANAGING DIRECTOR