

31st Annual Report

2020-21

Breaking technology barriers
Bringing smiles on millions of faces



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr.K. Koteswara Rao	- Chairman & Managing Director
Mrs. Sujana Kadium	- Director
Ms.Swetha Marri	- Director
Mr.Santosh Kumar	- Director
Mrs. Ankita Jain	- Company Secretary
Mr.Chowdari Prasad	- Chief Financial Officer

REGISTERED OFFICE

Plot Nos. 69 & 70, 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. Bigshare 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 31st Annual Meeting of the shareholders - 30th September 2021

Good morning ladies and gentlemen,

At the last time we met exactly a year ago on 30th September 2020 we were witnessing massive disruptions worldwide in some countries more than others. We could not fathom the intensity and magnitude of COVID-19 especially with different variants emerging posing a challenge on the scientific and medical fraternity. We are now here today wishing away the current threat from Delta variant that is feared to cause third wave at least in some parts of the world. There is a great deal of fear, panic and uncertainty among the people, particularly as the virus emerges with the variants causing further hardships as the intensity may mount. My sincere advice to you all is to look follow guidelines issued by the government time and take good care of yourself, your families, your friends and colleagues.

With the easing of restrictions across our country and in several other countries in general, we have initiated the steps to complete those tasks held up due to the pandemic and we are looking forward to the emergence of our oral delivery platform as a technology that can impact global injectable scenario to our advantage. It is a demonstration of the belief and dedication of our employees to withstand the challenges of varying dimensions and come out successfully. I personally thank these Transgene warriors for their hard-work and dedication to the tasks assigned to them. It is all the more significant achievement considering the choking restrictions prevailing on the company by SEBI and the management's inability to raise the necessary funds not only for the company's sustenance but also for advancing the technologies rapidly.

I take this opportunity to thank you once again for the trust and belief in our company's inherent strengths and resilience. As I said last year, it is that resilience that raised the bar for Transgene to demonstrate its inherent potential in the coming days.

TrabiORAL™- "Comfort, Convenience & Compliance"

The dedication and hard-work by the team of scientists for nearly two decades in developing this unique platform has been demonstrated repeatedly in several pre-clinical in-vivo studies. We have formulated and sent the samples to a very large global pharma company for testing it at

their facilities. We are reasonably optimistic on the outcome of those studies that may finally pave the way for our journey towards monetization that has been eluding us for a long time.

It gives us an opportunity at last to unleash its potential usage and utility on different molecules, emerging as a welcome alternative to the global injectable route. One such example is the agreement entered into with a company for intra-nasal delivery of a Covid vaccine developed by a renowned University in USA.

The management is in discussions with few other companies to smoothen the passage for an uninterrupted supply of the required APIs to be formulated on TrabiORAL platform for them to be launched into the markets

I once again thank Transgene's employees for their dedication and hard-work facing the challenges thrown at them by the Covid.

I will be failing in my duty finally if I do not thank our shareholders for their persistent patience.

Thank you.

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

NOTICE OF THE 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty First (31st) Annual General Meeting of the Members of M/s. TRANSGENE BIOTEK LIMITED will be held on Thursday, 30th September, 2021 at 10.00 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 Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Mr. G Santosh Kumar who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself 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 30th Annual General Meeting of the company held on 30th September 2020 until the conclusion of the 31st 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 32nd Annual General Meeting of the Company to be held in the year 2022 to examine and audit the accounts of the Company for the Financial Year 2021-22 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.”

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

PLACE: HYDERABAD
DATE: 14.08.2021

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

CDSL E-VOTING SYSTEM – FORE-VOTING AND JOINING VIRTUAL MEETINGS.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.transgenebiotek.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the

website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

(i) The voting period begins on **Monday, September 27, 2021 at 09.00 hrs and ends on Wednesday, September 29, 2021 at 17.00 hrs**. 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 September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites**