

*Breaking technology barriers  
Bringing smiles on millions of faces*



## **BOARD OF DIRECTORS**

Dr. K. Koteswara Rao  
Mrs. Sujana Kadium  
Ms. Swetha Marri  
Mr. Santosh Kumar

- Chairman & Managing Director
- Director
- Director
- Director

Mrs. Ankita Jain  
Mr. Chowdari Prasad

- Company Secretary
- 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.*

*In particular, our expectations could be affected by, among other things:*

- *Uncertainties regarding the success of key products and commercial priorities;*
- *Uncertainties in the research and development of new healthcare products, including clinical trial results and additional analysis of existing clinical data;*
- *The potential that the strategic benefits, operational efficiencies or opportunities expected from the business transformation of our subsidiary or associated companies, including any proposed actions that may not be realized or may take longer to realize than expected;*
- *Our ability to obtain or maintain proprietary intellectual property protection, including the ultimate extent of the impact on Transgene's loss of patent protection and exclusivity on key products that commenced in prior years and is expected to continue this year;*
- *Our performance on environmental, social and regulatory governance issues;*
- *Our reliance on outsourcing key business functions to third parties;*
- *Our ability to attract, integrate and retain key personnel and qualified individuals;*
- *Uncertainties regarding actual or potential legal proceedings,*
- *Regulatory actions or delays or government regulation generally, including potential regulatory actions or delays with respect to the development of the products described in this Annual Report;*
- *The impact of pandemic diseases such as COVID-19 on enrollment in, initiation and completion of our pre-clinical and clinical trials in the future, and research and development timelines.*

*Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this Annual Report as anticipated, believed, estimated or expected. We provide the information in this Annual Report as of the date of its filing. We do not intend, and do not assume any obligation, to update any information or forward-looking statements set out in this Annual Report as a result of new information, future events or otherwise.*

## Chairman's speech at the 33<sup>rd</sup> Annual Meeting of the shareholders – 30<sup>th</sup> December 2023

Dear Shareholders and esteemed colleagues on the Board.

Good morning and I welcome each one of you to the current 33<sup>rd</sup> AGM of this company.

As we virtually gather today, we deeply appreciate your generous support and on behalf of the Board of Directors, I thank you for your valuable me and participation amidst your demanding schedules. The Annual Report for the year ended on March 31, 2023, along with notice of the meeting, the Board's Report, and the audited financial statements of the company have been duly circulated to you.

Ladies and gentlemen, shareholders, allow me in the context of our AGM today to look back at 2022-23.

As reported at the last AGM, we at Transgene through transformational approach with NidFree are creating a new path towards global health that possesses an impactful change on the way the medicines are to be administered in future. For Transgene, 2022-23 was a year characterized by a paradigm shift that was stalled for several years and ably supported by our associated partner NidFree Technologies. The Board has worked closely with the executive management of that company with unerring focus to serve the most pressing and complex needs of shareholders and customers of Transgene, creating a sustainable growth trajectory.

**Our Mission:** With the successful demonstration of oral Insulin with resounding clarity on various parameters of the study, we are informed by the management of NidFree that the technology platform is to be extended to several other molecules too. It is also reported that NidFree has been making efforts to source the required funds to meet the short- and long-term objectives thereby creating an exciting path never travelled before, one that covers several areas within the medical arena.

Coming to the issue about SEBI's orders, we have appealed at the Securities Appellate Tribunal against those orders and we are waiting for the outcome of that hearing.

Looking ahead into 2023-24, the transformation for realizing the long-awaited aspirations appear to have started already and the management is reasonably assured about the continued ascendancy of the company on to the global arena in the coming year.

As I close, I would like to extend my pranams and my deep appreciation to each and every one of you for backing me and the management solidly throughout the period of struggles and challenges, all such now appear to be vanishing slowly.

## **NOTICE**

Notice is hereby given that the Thirty Three (33<sup>rd</sup>) Annual General Meeting of the Members of M/s. TRANSGENE BIOTEK LIMITED will be held on Saturday, 30<sup>th</sup> December, 2023 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 Standalone and Consolidated Audited Balance Sheet as at 31st March 2023, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

#### **2. RE-APPOINTMENT OF DIRECTOR**

To appoint a Director in place of Mrs. Sujana Kadium, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

#### **3. APPOINTMENT OF STATUTORY AUDITORS FOR THE FIRST TERM OF 5 YEARS.**

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Vasavi & Co., Chartered Accountants (Firm Registration No.020965S) be and is hereby appointed as the Statutory Auditors of the Company, for a first term of 5 years i.e. from the conclusion of this 33<sup>rd</sup> Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting to be held in the year 2028 at such remuneration and other terms as may be decided by the Board of Directors of the Company 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. TO DISCUSS AND APPROVE THE STRATEGIC ALLIANCE WITH NIEDLFREE TECHNOLOGIES PVT LTD.**

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

“RESOLVED THAT the Consent of the Board be and is hereby accorded for the execution of the strategic alliance between the Company and M/s NiedlFree Technologies Private Pvt Ltd in the form of technology transfer.

“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 Term Sheet prior to finalizing the Licensing Agreement and Power of Attorney”.

“RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed and stamped on the Term Sheet 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.”

“RESOLVED FURTHER THAT the aforesaid power entrusted to the said official shall be valid and effective unless revoked earlier by the Board or shall be exercisable by him so long as he is concerned to the Company.”

By the Order of the Board  
For TRANSGENE BIOTEK LIMITED

Sd/-

Dr. K. KOTESWARA RAO  
CHAIRMAN & MANAGING DIRECTOR

PLACE: HYDERABAD  
DATE: 14.11.2023



## **NOTES:**

1. Subsequent to the massive outbreak of the COVID-19 pandemic resulting in social distancing to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting may 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 Circular No. 14/2020 dated April 08, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022 dated May 05, 2022, and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
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 for 1000 members on a 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 reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
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.transgenbiotech.com** The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.e.voting.nsdl.com](http://www.e.voting.nsdl.com).

7. 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, and Circular No. 10/2022 dated December 28, 2022.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins **Wednesday, December 27<sup>th</sup> 2023 at 9.00 a.m.** IST and ends on **Friday, December 29<sup>th</sup>, 2023 at 5.00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday December 23, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday December 23, 2023**.

**How do I vote electronically using the NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to</li> </ol>

	directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43