

25th Annual Report 2014 - 2015

Reaching out to New Horizons



TRANSGENE
BIOTEK LIMITED
INNOVATING FOR LIFE



TRANSGENE BIOTEK LIMITED

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of **M/S. TRANSGENE BIOTEK LIMITED** will be held on Wednesday, the 30th September, 2015 at 15.30 Hours at 68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District, 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, 2015, the 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 Sri Sarang Subhash Puranik who retires by rotation 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 Gopal & Rajan, Chartered Accountants as Statutory Auditors of the Company made pursuant to the resolution passed by the members at the 24th Annual General Meeting of the company held

on 31st December 2014, be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting of the Company until the conclusion of the 26th Annual General Meeting of the Company to be held in year 2016 to examine and audit the accounts of the Company for the Financial Year 2015-16 at such remuneration to be fixed by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS

4. APPOINTMENT OF INDEPENDENT DIRECTOR

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

"RESOLVED THAT Ms. Sujana Kadium, who was appointed as an Woman Independent Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member of the Company in terms of Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

PLACE: HYDERABAD
DATE: 04.09.2015

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

TWENTY FIFTH ANNUAL REPORT 2014-2015

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 and 4, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange are annexed.
3. Register of members and share transfer books of the company will remain closed from 28-09-2015 to 30-09-2015 (both days inclusive). 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. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of the Clause - 35B of the Listing Agreement 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 25th 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.21661, Practising Company Secretary, is appointed as scrutinizer to conduct E-voting.

STEPS FOR E-VOTING

- (i) The voting period begins on 26th September, 2015 at 9.00 a.m. and ends on 29th September, 2015 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, 2015 may cast their vote electronically. The e-voting module shall



TRANSGENE BIOTEK LIMITED

<p>be disabled by CDSL for voting thereafter.</p> <p>(ii) 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, 2015</p> <p>(iii) The shareholders should log on to the e-voting website www.evotingindia.com.</p> <p>A) Click on Shareholders.</p> <p>B) Now enter your User ID :</p> <p>a. For CDSL: 16 digits beneficiary ID,</p> <p>b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</p> <p>c. Members holding shares in Physical Form should enter Folio Number registered with the Company.</p> <p>(iv) Next enter the image verification as displayed and Click on Login.</p> <p>(v) 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.</p> <p>(vi) If you are a first time user follow the steps given below:</p>	<table border="1"> <tr> <td></td><td>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.</td></tr> <tr> <td>DOB</td><td>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.</td></tr> <tr> <td>Dividend Bank Details</td><td> Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> 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). </td></tr> </table>		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. <ul style="list-style-type: none"> 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).
	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. <ul style="list-style-type: none"> 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). 						
<table border="1"> <tr> <td>PAN</td><td> For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 </td></tr> </table>	PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 	<p>(vii) After entering these details appropriately, click on "SUBMIT" tab.</p> <p>(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.</p>				
PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 						

TWENTY FIFTH ANNUAL REPORT 2014-2015

-
- | | |
|--|---|
| <p>(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(x) Click on the EVSN (150908048) for the relevant TRANSGENE BIOTEK LIMITED on which you choose to vote.</p> <p>(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.</p> <p>(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> <p>(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.</p> <p>(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(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.</p> <p>(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.</p> | <p>(xvii) Note for Non-Individual Shareholders & Custodians:</p> <ul style="list-style-type: none"> • 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. <p>(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.</p> |
|--|---|
-



TRANSGENE BIOTEK LIMITED

Information required to be furnished under clause 49 of the listing agreement for directors seeking appointment/reappointment in forthcoming annual general meeting:

I

Name of Director	Mr.Sarang Subhash Puranik
Date of Birth	30/07/1979
Date of Appointment	31/12/2014
Qualification	PhD
Expertise	Microbiology, Immunology & Nanobioscience
Other directorship	None
Chairman/Members of the Committee in other Companies	None
No of shares held in the Company	None

II

Name of Director	Ms. Sujana Kadium
Date of Birth	06/02/1983
Date of Appointment	17/04/2015
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

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

ITEM NO. 4

Ms Sujana Kadium was appointed as an Additional Director on the Board of the Company w.e.f. April 17, 2015. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms Sujana Kadium holds office upto the date of this 25th Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms Sujana Kadium as an Independent Director of the Company, liable to retire by rotation along with the prescribed deposit of Rs.1,00,000/-.

Save and except Ms Sujana Kadium, none of the other Directors / Key Managerial Personnel and

their relatives are in any way, are concerned or interested, financially or otherwise, in the resolution set out in item no. 4.

Ms Sujana Kadium is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to be appointed as a Director.

The Board recommends the appointment of Ms Sujana Kadium as Independent Director liable to retire by rotation and propose to pass the resolution set out in Item No. 4 of the notice as an Ordinary Resolution.

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

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

PLACE: HYDERABAD
DATE: 04.09.2015

TWENTY FIFTH ANNUAL REPORT 2014-2015

DIRECTORS REPORT

Dear Shareholders

Your Directors invite you to the 25th Annual Report on the business & operations of the company and Audited Statement of Accounts for the year ended 31st March, 2015 along with the Auditor's Report thereon.

Financial Results :

	(Rs. in Lakhs)	
Particulars	2014-15	2013-14
Total Income	33.27	178.11
Operational, Administration and other expenses	1946.22	2002.42
Gross Operating Profit	(1912.94)	(1824.31)
Interest and Financial Charges	35.97	0.48
Forex Gain/Loss	0.00	0.00
Depreciation	1718.05	1721.55
Profit before Tax/Loss	(1913.55)	(1819.10)
Provision for Tax	0.00	0.00
Net Profit	(1913.55)	(1819.10)

OPERATIONS

The total turnover of the company for the year ended 31st March, 2015 amounted to Rs.33.27 Lakhs as against Rs.178.11 Lakhs in the previous year. The company incurred a net Loss of Rs. 1913.55 Lakhs for the year as against a loss of Rs.1819.10 Lakhs in the previous year.

Review and results of operations

As can be seen, although we started the production of DHA at the purpose built cGMP compliant biologics manufacturing facility at our partner's plant in our vicinity, we are facing tough challenges in pushing the product into markets in spite of the quality of the product produced being consistently good, possibly due to our inability to campaign and undertake

certain strategic marketing activities. We are hampered by our inability to raise any finances for marketing operations due to adverse impact from the unfortunate SEBI order passed last year on the Directors and promoters.

The operations of the company have been severely impacted to a significant level due to lack of financial support following the SEBI interim order on the Directors and promoters of the company in November 2014. This matter is being addressed through available legal channels.

Likewise, operations of the company have been impacted due to lack of sufficient financial support from banks and institutions as a result of adverse impact from SEBI order. The management is trying hard to overcome such challenges through available means at its disposal.

The management has been continuing its efforts to probe further into the GDR issue and making lot of efforts to recover the funds transferred illegally from its accounts at Investec bank, Zurich and from the account of its subsidiary Transgene Biotek HK Ltd at Standard Chartered Bank, Singapore. These are in addition to the steps taken to recover from the Indian entities who organized the creation of forged documents used in the said illegal transfer of funds from its accounts.

Projects and products

DHA: As reported already, production of DHA is continuing but at a much lower pace at our partner's facility Rampex Labs Pvt Ltd.

Other projects: All other projects in this division are put on hold till the prevailing adverse impact from SEBI order and working capital problems are overcome.



TRANSGENE BIOTEK LIMITED

BIO-INNOVATIONS

The entire division of bio-innovations has been adversely impacted in its progress due to the company's inability to raise financial resources at this crucial period of the product and technology development.

TrabiORAL™ - Oral delivery of protein and peptide drugs

TrabiORAL™ technology continues to hold tremendous opportunity and continues to advance albeit on a much slower pace due to prevailing financial challenges.

ONCOLOGY

The entire oncology division has been adversely impacted due to lack of sufficient financial support at this crucial juncture of product development.

TBL-0306 a monoclonal antibody drug has almost come to a standstill due to lack of funding support for advancing to the next stage of studies.

RNAi DRUGS

As in the case of monoclonal antibody drugs, there has been a real challenge to push through RNAi drugs although these molecules hold a tremendous potential. It requires continuous funding support which is lacking at present to exploit such a potential.

TBL-0404 Liver Cancer Drug

Transgene's patented and proprietary AAV genetically modified delivery system. TBL-0404

is advancing well among cancer projects division.

TBL-0905 Breast Cancer Drug

Since the delivery system being the same as for TBL 0404, the management has decided to keep this drug development on hold till the other RNAi drug reaches a next critical inflection point in the drug development cycle.

Intellectual property and patents: All the patents filed so far are reaching national level stages. The management is happy to report that siRNA drug against Liver cancer is tentatively approved for USA patent and the management is taking steps to conclude the final steps in securing it. As reported regularly, Transgene as a research-based biotechnology company, we continue to focus on innovation and shall continue to prioritise the available sparse resources in developing innovative drugs.

Though AI we believe that our patents provide certain protection from competition, we caution that such patents may not be of substantial protection or of commercial benefit to us and they may not afford us adequate protection from competing products, or they will not be challenged or declared invalid in future.

Employee: The management is trying to manage the available financial resources consolidating the strength of existing employees with a view to create value that benefits the company and employees alike.

DIVIDEND

Your Directors are unable to recommend any dividend since the company has not made any profits.

TWENTY FIFTH ANNUAL REPORT 2014-2015

GROWTH PLANS AND OUTLOOK AT TRANSGENE

The adverse impact of SEBI order on the board of Directors and promoters of the company has put your company in a challenging position and the management is trying hard to overcome all those challenges and rediscover the path of development. The management is exploring various opportunities and possibilities in overcoming those challenges and put the strong product development cycle on a sound footing so as to complete the development of each product to its objective. Since the data generated is getting more robust as more studies are conducted, it only reinforces the novelty, inventiveness and value accrued in each product as we move into future with the company. Your management is exploring various possibilities to 'reinvent' the progress on various products under development with significant inherent value.

Subsidiary Company

There are no activities undertaken at the subsidiary during the year 2014-15.

As on March 31, 2015, TBL HK Limited remains as the wholly owned subsidiary of the Company. In terms of the Section 129 of the Companies Act, 2013 the Balance Sheet, Profit and Loss Account and other documents of this company is attached with the Balance Sheet of the Company. A statement pursuant to Section 129, read with Rule 5 of the Companies (Accounts) Rules, 2014 in Form AOC-1 is attached as "Annexure - A"

Regarding the irregularities identified in the earlier years pertaining to GDRs and the monies routed through Transgene Biotek HK, the management has appointed a law firm in Singapore for recovery of funds routed through the subsidiary but not accounted for properly.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report, pursuant to Clause 49 of the Listing Agreement, forms part of this Report and is annexed hereto as "Annexure B".

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate Governance is included as part of this Annual Report as "Annexure - C". Certificate from the Statutory Auditors of the company M/s. Gopal & Rajan, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as Stipulated under Clause 49 of the Listing Agreement is included as part of this report as "Annexure D"

LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fee for the year 2014-15 to BSE where the Company Shares are listed.

DEMATERIALISATION OF SHARES

85.75% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2015 and balance 14.25 % is in physical form. The Company's Registrars are M/S Big Share Services Pvt Ltd, 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Rd, Somajiguda, Hyderabad, Telangana-500 082.



Number of Board Meetings held

The Board of Directors duly met 6 times during the financial year from 1st April, 2014 to 31st March the details of which are furnished in the report on Corporate Governance.

Board evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Appointment of Independent Directors

Your Directors state that Ms. Sujana Kadium who has been appointed as Independent Woman Director possesses appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) In the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them

TWENTY FIFTH ANNUAL REPORT 2014-2015

consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same period;

- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

Deposits from public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

RISK MANAGEMENT POLICY OF THE COMPANY

The Company has formulated and adopted a risk management policy at its Board Meeting. As per the policy, the management continues to review and assess the risk and also the steps for mitigating the same.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility does not apply to the company.

Policy on directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

Internal financial control systems and their adequacy

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

Auditors' report and Secretarial auditors' report:

The auditors' report and Secretarial auditors' report contain certain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an annexure which forms part of this report - "Annexure - E"



TRANSGENE BIOTEK LIMITED

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- (A) The operations of the company are not power intensive nevertheless the company continues its efforts to minimize energy wherever practicable by economizing on the use of power at the offices
- (B) Technology absorption NIL
- (C) Foreign exchange earning NIL
- (D) Foreign exchange outflow NIL

RELATED PARTY TRANSACTIONS

There were no transactions which have been entered into with related parties of the Directors or the Key Managerial Personnel of the company.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure - F"

Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975 are not applicable since the directors are not drawing any salary from the company as the company do not have any operations. Further the directors are provided sitting fee only for attending board meetings. The details of the sitting fee and other perks are mentioned in the corporate governance report.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their sincere thanks and place on record their appreciation of the continued assistance and co-operation extended to the company by its bankers, government and semi government departments, customers, marketing agents and suppliers and in particular Shareholders for the confidence reposed in the company

Your directors also thank all the employees of the company for their dedicated service without which your company would not have achieved those results.

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

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

PLACE: HYDERABAD
DATE: 04.09.2015

TWENTY FIFTH ANNUAL REPORT 2014-2015

"Annexure - A"

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

S. No.	Particulars	Details
1	Name of the subsidiary	Transgene Biotek HK Ltd
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April 2014 to 31st March 2015
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD 1 USD = Rs.62.3355
4	Share capital	US\$16,952,001
5	Reserves & surplus	(US\$21069)
6	Total assets	US\$16,948,303
7	Total Liabilities	US\$17371
8	Investments	Nil
9	Turnover	Nil
10	Profit before taxation	0
11	Provision for taxation	0
12	Profit after taxation	0
13	Proposed Dividend	0
14	% of shareholding	100

Notes : The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations - None
- Names of subsidiaries which have been liquidated or sold during the year. - None



"Annexure - B"

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

India is among the top 12 biotech destinations in the world and ranks second in Asia, after China. The Indian biotech industry is likely to experience significant growth on the back of increasing economic prosperity, health consciousness and a billion-plus population base. Current estimates value the industry at US\$ 7 billion in FY15, which is expected to grow at 30.46 per cent Compound Annual Growth Rate (CAGR) to US\$ 100 billion by FY25.

The sector is divided into five major segments: bio-pharma, bio-services, bio-agri, bio-industrial and bio-informatics. Biotechnology industry's growth in India is primarily driven by vaccines and recombinant therapeutics. Going forward, India also has the potential to become a major producer of transgenic rice and several Genetically Modified (GM) or engineered vegetables.

The Government of India has taken several initiatives including a biotechnology industry partnership program to develop new technologies and launched a National Rural Healthcare Mission to boost healthcare spending. As per the 12th Five-Year Plan, the government aims to spend US\$ 3.7 billion on biotechnology compared to US\$ 1.1 billion in the 11th Five-Year Plan to accelerate the pace of research, innovation and development. In addition, the Department of Biotechnology (DBT) has designed the National Biotechnology Development Strategy (NBDS) to strengthen the industry's human resources and infrastructure while promoting growth and trade. Furthermore, the Government has allowed 100 per cent Foreign Direct Investment (FDI) through the automatic route for manufacturers of drugs and pharmaceuticals.

Opportunities and challenges

Till 1980 and 90s big pharma companies

largely disregarded the biotech industry because of lack of its predictability. However, these same companies began to embrace biotech's innovative breakthroughs.

It is estimated that global pharmaceutical companies will lose more than US\$230 bn in revenue due to patent expirations between 2013-18. Additionally, recent successes of several biotech firms has grown them to sizes that rival big pharma blurring the line further as two business models morph.

In comparison to the pharmaceutical industry, Biotechnology sectoral opportunities are similar. But the key difference is that biotech firms are focused on research and new product development as opposed to sales and marketing.

Then how do the biotech firms generate revenues?

- a) Access to significant and continuous capital investments is critical to maintain sustainability.
- b) New drug development is estimated to cost hundreds of crores of rupees and can take up to 8-12 years. Once a viable product reaches a critical milestone, many smaller firms seek alliances with larger pharma firms

Specialty drug category is projected to experience 66.8% growth between 2013-18 as compared to 4.1% in traditional categories. Therapeutic areas of increasing interest and specialty drug development include oncology, diabetes, auto-immune disorders and infectious diseases.

The real threat to your company at this stage is lack of critical financial support to expose its full potential of opportunities to make alliances with large global players apart from the much needed funds to support any initiative for marketing efforts.

TWENTY FIFTH ANNUAL REPORT 2014-2015

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Transgene has a robust internal audit and control system managed by qualified and experienced people. Your company also ensures that transactions are authorized, recorded and reported correctly.

DEVELOPMENT OF HUMAN RESOURCES AND INDUSTRIAL RELATIONS

At Transgene, people are our most important asset and a source of competitive advantage. Transgene is committed to create an organization that is focused on people and their capability, and fostering an environment that enables them to deliver superior performance.

The Human Resources strategy is aimed at talent acquisition, development, motivation and retention. The HR functions and acts as an effective lever for driving the company's strategic initiatives and helps in integrating and aligning all people practices to Transgene's

business priorities. Our employees remain crucial to the success of Transgene and it is their skill and expertise that have enabled us to achieve our progress to date.

NOTE OF CAUTION

This annual report includes forward-looking statements regarding Transgene's plans, prospects, strategies and performance, etc. The occurrence of any of the following risks described below and elsewhere in this document, including the risk that our actual results may differ materially from those anticipated in these forward looking statements, could materially adversely affect our business, financial condition, operating results or prospects and the trading price of our securities. Additional risks and uncertainties that we do not presently know or that we currently deem immaterial may also impair our business, financial condition, operating results and prospects and the trading price of our securities.

**CORPORATE GOVERNANCE REPORT****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company is continuously making efforts for improving the Corporate Governance practices in the company which can contribute substantially in achieving good governance and thus resulting in enhancement of value to its stakeholders, customers, employees, Banks, Government Agencies, etc.

2. BOARD OF DIRECTORS

The constitution of the Board is given below :

NAME OF THE DIRECTOR	STATUS	NO. OF OTHER PUBLIC DIRECTORSHIPS (*)	NO. OF MEMBERSHIPS ON BOARD COMMITTEES
DR.K. KOTESWARA RAO	Chairman & Managing Director	2	1
Mr.Sarang Subhash Puranik	Director	1	Nil
Mr.Shyam Shankar Das	Director	1	Nil
Ms. Sujana Kadium	Director	1	Nil

(*) This excludes Directorships in Indian Private Limited Companies, membership of Managing Committees of various Chambers/bodies.

3. AUDIT COMMITTEE

Since Mr S S Marthi and Dr P K Ghosh, have resigned the audit committee was reconstituted the said committee comprises of three directors Dr K Koteswara Rao, Mr.Sarang Subhash and Mr.Shyam Shankar Das.

TERMS OF REFERENCE

The terms of reference of the Audit Committee include:

- To review the internal control systems
- To review Quarterly and Half-yearly results
- To review the accounting and financial policies and practices
- To review reports furnished by the internal and statutory auditors, and ensure that suitable follow-up action is taken.

During the financial year ended 31st March 2015, Four meetings of the Committee were held on 30th May, 2014, 14th August, 2014, 15th November, 2014, 12th February, 2015. The attendance of each member of the Committee is given below :

TWENTY FIFTH ANNUAL REPORT 2014-2015

NAME OF THE DIRECTOR	NO. OF MEETINGS ATTENDED
Dr K Koteswara Rao	4
Sri S S Marthi	3
Dr P K Ghosh	-
Mr.Sarang Subhash	1
Mr.Shyam Shankar Das	1

4. SHARE TRANSFER COMMITTEE

The Share Transfer Committee comprising of Dr K Koteswara Rao and Mr.Sarang Subhash, have been assigned the work of redressal of investors / Shareholders complaints along with approval of share transfer, sub-division/consolidation of shares, etc. The Committee oversees the performance of Registrar and Share Transfer Agents and recommends measures for overall improvement of the quality of investor services. The Share Transfers/Transmissions approved by the committee are placed at the Board Meeting from time to time. Due to the resignation of Mr S S Marthi and Dr P K Ghosh, the committee was reconstituted.

COMPLIANCE OFFICER

Dr K Koteswara Rao, is the Compliance Officer of the company.

5. REMUNERATION OF DIRECTORS

The details of remuneration paid to Directors are given below :

NAME OF THE DIRECTOR	RELATIONSHIP WITH OTHER DIRECTORS	SITTING FEE (Rs.)	SALARY & PERK (Rs)	TOTAL (Rs)
Dr K Koteswara Rao	None	0	15,00,000	15,00,000
Mr.Sarang Subhash	None	2000	0	2000
Mr.Shyam Shankar Das	None	2000	0	2000
Ms. Sujana Kadiam	None	0	0	0
Total		4,000	15,00,000	15,04,000

6. BOARD MEETINGS AND ATTENDANCE AT BOARD MEETINGS, ANNUAL GENERAL MEETINGS

The Board of Directors of the company met 6 (Six) times during the last financial year i.e., 30th May, 2014, 14th August, 2014, 15th November, 03rd December 2014, 06th December 2014 and 12th February, 2015., The company placed before the Board the annual operating plans and budgets and performance of the company from time to time. Information, which is materially important were placed before the Board Meeting as and when the same takes place

The attendance at the Board Meeting and Annual General Meetings was as under :



TRANSGENE BIOTEK LIMITED

NAME OF THE DIRECTOR	ATTENDANCE AT BOARD MEETINGS	ATTENDANCE AT ANNUAL GENERAL MEETING
Dr K Koteswara Rao	6	YES
Sri S S Marthi	5	YES
Dr P K Ghosh	-	Nil
Mr.Sarang Puranik	1	Nil
Mr.Shyam Shankar Das	1	Nil
Ms. Sujana Kadiam	-	Nil

7. DISCLOSURES

Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its Promoters, the directors or the Management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of the company at large.

During the year, there were no transactions of material nature with the Directors or the Management or the subsidiaries or relatives that had potential conflict with the interests of the company.

8. MEANS OF COMMUNICATION

The company publishes its quarterly results in the Regional vernacular News Paper (Andhra Prabha) and National Newspaper (Business Standard).

The company has a website www.transgenebiotech.com where all the official news releases and the developments that are taking place in relation to the company are updated and displayed. There is also an email address for receipt of any complaints: info@transgenebiotech.com.

9. AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

A Certificate from the Auditors is enclosed along with this report.

TWENTY FIFTH ANNUAL REPORT 2014-2015

SHAREHOLDERS' INFORMATION

A	Registered Office	Plot No. 68 , 69, & 70, Anrich Industrial Area, IDA Bollaram, Medak District. T.S.
B	Annual General Meeting	
	Date & Time	30th September 2015 at 15.30 PM
	Venue	Plot No. 68 , 69, & 70, Anrich Industrial Area, IDA Bollaram, Medak District. T.S.
C	Financial Calendar	
	Financial Reporting for	
	Quarter ending June, 30 2014	Third week of August 2014
	Quarter ending September, 30 2014	Third week of November 2014
	Quarter ending December, 31 2014	Third week of February 2015
	Quarter ending March 31, 2015	Fifth week of May 2015
	Annual General meeting for FY ended 31st March 2015	30th September 2015
D	Date of Book Closure	Monday the 28th September 2015 to Wednesday the 30th September, 2015
E	Dividend Payment Date	Not Applicable
F	Listing on Stock Exchange	Bombay Stock Exchange Limited P J Towers, Dalal Street, Mumbai - 400 001.
G	Stock Code	526139
H	Stock Market Data	The Company's shares are regularly traded on The Bombay Stock Exchange Limited. The 52 week high low has been Rs.06.07 and Rs. 1.71 respectively.
I	Registrar and Share Transfer Agents	M/S Bigshare Services Pvt. Ltd. 306, 3rd Floor, Right Wing, Amrutha Ville, Bhavan Road Somajiguda, Hyderabad - 500082
J	Share Transfer System	Generally the shares have been transferred and returned in 30 days from the date of receipt, so long as the documents have been clear in all respects.
K	Share Transfer Committee	The Share Transfer Committee generally meets once in a fortnight.
L	Investor Relations	The Company has been maintaining good investor relations.



TRANSGENE BIOTEK LIMITED

M) Distribution of shareholding as on 31st March 2015

Share Holder or Debenture Holding of nominal Value of		Share Holder or Debenture Holding of nominal Value of		Share / Debenture Amount	
Rs. (1)	Rs.	Number (2)	% of Total (3)	Number (4)	% of Total (5)
Upto	- 5000	7228	61.66	1295790	1.71
5001	- 10000	1426	12.16	1250380	1.65
10001	- 20000	988	8.43	1618459	2.14
20001	- 30000	472	4.03	1245805	1.64
30001	- 40000	225	1.92	828105	1.09
40001	- 50000	315	2.69	1519093	2.00
50001	- 100000	435	3.71	3318381	4.38
100001	and above	634	5.41	64693987	85.38
TOTAL		11723	100.00%	75770000	100%

N	Dematerialisation of shares and liquidity	As on 31st March, 2015 out of the total shareholding of 7,57,70,000 equity shares 6,49,69,124 equity shares representing 85.75% of equity shares are in dematerialised form.
---	--	--

O Particulars of Past Three AGMs

AGM	Year	Venue	Date	Time
24th	2014	Plot No. 68 , 69, & 70 Anrich Industrial Area IDA Bollaram, Medak District. A.P.	31st December 2014	11.00 A.M.
23rd	2013	Plot No. 68 , 69, & 70, Anrich Industrial Area IDA Bollaram, Medak District. A.P.	26th September 2013	11.00 A.M.
22nd	2012	Plot No. 68 , 69, & 70 Anrich Industrial Area IDA Bollaram, Medak District. A.P.	29th September 2012	11.00 A.M.
P	Postal Ballot	No resolution requiring a postal ballot under Section 192 A of the Companies Act, 1956 was placed before the last AGM nor is being proposed to be passed at the ensuing AGM		
Q	Nomination Facility	Shareholders, holding shares in physical form and desirous of making/changing a nomination in respect of their shareholding in the company as permitted under Section 109A of the Companies Act 1956 are requested to submit to the Compliance Officer in the prescribed form 2B for this purpose, which can be furnished by the company on request.		

TWENTY FIFTH ANNUAL REPORT 2014-2015

R) SHAREHOLDING PATTERN FOR THE QUARTER ENDED: 31.03.2015

Sl. No.	Category	No. of Shares held	Percentage Of Shareholding
A	Promoter's Holding		
1	Promoters		
	Indian Promoters :	16427902	21.68%
	Foreign Promoters :	NIL	NIL
2	Persons acting in concert		
	Sub-Total	16427902	21.68%
B	Public Share Holding - Institutions		
3	Institutional investors / Venture Capital Funds	NIL	NIL
A	Mutual Funds and UTI(Govt. Financial Institutions)	NIL	NIL
B	Banking, Financial Institutions/Insurance Companies(Central/ State Government Institutions/ Non-Government Institutions)	NIL	NIL
C	Foreign Institutional Investor	NIL	NIL
	Sub-Total	0	0
	Public Share Holding - Non-Institutions		
4	Others		
a.	Private corporate Bodies	3443448	4.54%
b.	Indian Public	48510149	64.02
c.	NRIs/OCBs	545137	0.72%
d.	Any other (Clearing Member)	572714	0.76%
e.	Trusts	650	0
f.	GDRs	6270000	8.28%
	Sub-Total	59342098	78.32%
	Grand Total	75770000	100.00 %



TRANSGENE BIOTEK LIMITED

S) OUTSTANDING GDRS, WARRANTS, OR ANY OTHER CONVERTIBLE INSTRUMENT

The Company has 62,70,000 outstanding GDRs. There are no Warrants or any other convertible instruments or any issue (public issue, right issue, preferential issue etc.) which is likely to have impact on Equity Share Capital of the Company.

T) REGISTERED OFFICE

Plot No. 68 , 69, & 70, Anrich Industrial Area IDA Bollaram,
Medak District. A.P

U) The shareholders may address their communications/ suggestions/ grievances/ queries to :

TRANSGENE BIOTEK LIMITED

Plot No. 68 , 69, & 70, Anrich Industrial Area IDA Bollaram,
Medak District. A.P

MANAGEMENT RESPONSIBILITY STATEMENT

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2015 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal control. We have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take and rectify the identified deficiencies and,
4. However, there are inherent limitations that should be recognized in weighing the assurances provided by any system of internal controls. These financial statements have been audited by M/s. Gopal & Rajan, Chartered Accountants, Hyderabad, the Statutory Auditors of the Company.

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

PLACE: HYDERABAD
DATE: 04.09.2015

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

CODE OF CONDUCT DECLARATION

Pursuant to clause 49I(D) of the listing agreement entered into with the stock exchange, I hereby declare that all the Board members and senior management personnel of the company have affirmed compliance with the code of conduct for the year ended March 31, 2015.

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

PLACE: HYDERABAD
DATE: 04.09.2015

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

TWENTY FIFTH ANNUAL REPORT 2014-2015

"Annexure D"

ANNEXURE TO THE REPORT OF THE DIRECTORS CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
TRANSGENE BIOTEK LIMITED

We have examined the compliance with conditions of Corporate Governance of M/s. TRANSGENE Biotek Limited, for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement with stock exchanges.

The compliance with conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review the procedures and implementation thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreements.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that no grievances of investors are pending for a period exceeding one month against the company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **GOPAL & RAJAN**
Chartered Accountants
Firm Regd. No. 000953S

Sd/-
K.Goutham Subbaiah
Partner
(M. No. 203237)

PLACE: HYDERABAD
DATE: 04.09.2015



TRANSGENE BIOTEK LIMITED

FORM NO. MR.3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015

Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

To
The Members,
M/s. Transgene Biotek Limited
Hyderabad.

We have conducted Secretarial Audit, pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Transgene Biotek Limited (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the Audit Period covering the Financial Year ended 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

1. WE have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Transgene Biotek Limited (hereinafter called as "the Company") for the financial year from 1st April 2014 and ended with 31st March, 2015 ("Audit Period") according to the provisions of :
 - i) The Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (the Act) and the Rules made there under;
 - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') AND THE Rules made there under;
 - iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
 - iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and external Commercial Borrowings;
 - v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Inside Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme) Guidelines 1999.

TWENTY FIFTH ANNUAL REPORT 2014-2015

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- f) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (buyback of Securities) Regulations, 1998;
The Company has received a notice from Securities and Exchange Board of India (SEBI) during the year under audit and had conducted preliminary inquiry upon its receipt of certain complaints on the matter of GDRs issued by the Company and its utilisation thereof. Consequently, SEBI has passed an interim order during November, 2014 on the Promoters and Directors of the Company inter alia refraining the Company from issuing any securities. The Company has appealed against the same order.
- i) The following other laws as specifically applicable in the view of the Management:
 - (i) Income Tax act, 1961
 - (ii) Central Sales Tax Act, 1956
 - (iii) Telangana & Andhra Pradesh Value Added Tax
 - (iv) The payment of bonus Act, 1965
 - (v) Telangana & Andhra Pradesh Tax on Professions, Trades, Callings and Employments Act, 1987
 - (vi) Customs Act, 1962
 - (vii) Finance Act, 1994 (Service Tax)
 - (viii) Factories Act, 1948
 - (ix) Industrial Disputes Act, 1947
 - (x) Minimum Wages Act, 1948
 - (xi) The Payment of Gratuity Act, 1972
 - (xii) The Payment of Wages Act, 1936
 - (xiii) The Maternity Benefit Act, 1961
 - (xiv) A.P Shops & Establishment Act, 1988
 - (xv) The National and Festival Holidays Act, 1963
 - (xvi) The Employees Provident fund and Miscellaneous provisions act, 1952
 - (xvii) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1956.

The Company do not have any factory and no production activity is being carried out. But the Company has a fully equipped laboratory to carryout its activities and, hence several Industrial and Labour Laws are not applicable. Applicable Statutory provisions have been verified and found satisfactory.

2. We have also examined compliance of the applicable Clauses of the Listing Agreements entered into by the Company with the BSE Limited.



TRANSGENE BIOTEK LIMITED

-
3. We further report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above. However, please note for the Audit period:.
- (i) SEBI (ICDR) Regulations, 2009 are not applicable, as there being no further issues of any securities.
 - (ii) SEBI (ESOS & ESOP) Guidelines, 1999 are not applicable, as there being no schemes of the Company under the said Guidelines.
 - (iii) SEBI (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable as there being no debt securities, which are listed on any of the recognized stock exchange.
 - (iv) SEBI (Delisting of Equity Shares) Regulations, 2009 are not applicable, as there being not instances of delisting of equity Shares.
 - (v) SEBI (Buyback of Securities) Regulations, 1998 are not applicable, as there being no instances of buy-back of shares
 - (vi) The Ministry of Corporate Affairs has not notified applicable Secretarial Standards under the Companies Act 2013, therefore, the same was not considered in the Audit.
 - (vii) The compliance of other specific applicable laws as listed in 4 (V) (i) above, were relied on the basis of representations and compliance certificates issued by the Managing director compliance officers and other officials of respective / concerned Departments of the company.
4. We further report that:
- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the compositions of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the act.
 - b. Adequate Notice is given to all the Directors to Schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance.
 - c. There exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
 - d. Majority decision is carried through and there were not instances of dissenting members in the Board of Directors.
5. We further report that there exist adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. We further report that during the audit period, there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., referred to the above.

PLACE: HYDERABAD
DATE: 04.09.2015

M V R MURTHY
Company Secretary
A.C.S.NO.21661
C.P.9552

TWENTY FIFTH ANNUAL REPORT 2014-2015

ANNEXURE - F

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L85195TG1990PLC011065
ii.	Registration Date	01-03-1990
iii.	Name of the Company	TRANSGENE BIOTEK LIMITED
iv.	Category / Sub-Category of the Company	Company Limited by shares and Indian Non-Government Company
v.	Address of the Registered office and contact details	Plot No.68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt Ltd. 306, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Raj Bhavan Road, Hyderabad. 500082.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/	% to total turnover of the company
1	Transgene Medical Centers	21001	100%
2			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	Sr. No.	Sr. No.	Sr. No.	Sr. No.
1	Transgene HK Limited	1660959	Subsidiary	100	129
	Wanchai Hong-Kong				



TRANSGENE BIOTEK LIMITED

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	6427902	10000000	16427902	21.68	6427902	10000000	16427902	21.68	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1) :-	6427902	10000000	16427902	21.68	6427902	10000000	16427902	21.68	0
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt		0	0	0	0	0	0	0	0
d) State Govt(s)		0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0

TWENTY FIFTH ANNUAL REPORT 2014-2015

2. Non Institutions									
a) Bodies Corp.	3811985	0	3811985	5.03	3443448	0	3443448	4.54	(0.49)
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	11010015	0	11010015	14.53	10498193	96884	10595077	13.98	(0.55)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	26436722	10804696	37241418	49.15	37211080	703992	37915072	50.04	0.89
c) Others(Specify)	0	0	0	0	545137	0	545137	0.72	0.72
i) Non Resident Indians									
ii) Clearing Members	1008680	0	1008680	1.33	572714	0	572714	0.76	(0.57)
Trust	0	0	0	0	650	0	650	0	0
Sub-total (B)(2)	42267402	10804696	53072098	70.04	52271222	800876	53072098	70.04	0
Total Public Shareholding	42267402	10804696	53072098	70.04	52271222	800876	53072098	70.04	0
(B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	6270000	0	6270000	8.28	6270000	0	6270000	8.28	0
Grand Total (A+B+C)	54965304	20804696	75770000	100.00	54969124	20800876	75770000	100.00	0

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
	Dr K. Koteswara Rao	15211902	20.08	0	15211902	20.08	0	0
	Mrs K Nirmala Rao	1192000	1.57	0	1192000	1.57	0	0
	Mr K Srinivas	24000	0.03	0	24000	0.03	0	0
	Total	16427902	21.68	0	16427902	21.68	0	0



TRANSGENE BIOTEK LIMITED

iii. Change in Promoters' Shareholding (please specify, if there is no change

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	16427902	21.68	16427902	21.68
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	16427902	21.68	16427902	21.68

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
In lakhs Rs.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	593.20	712.62	-	1305.82
ii) Interest due but not paid	nil	nil	-	-
iii) Interest accrued but not paid	nil	nil	-	-
Total (i+ii+iii)	593.20	712.62		1305.82
Change in Indebtedness during the financial year				
- Addition	33.48	103.22		136.70
- Reduction	nil	nil		-
Net Change	33.48	103.22		136.70
Indebtedness at the end of the financial year				
i) Principal Amount	593.20	746.62		1339.82
ii) Interest due but not paid	33.48	Nil		33.48
iii) Interest accrued but not due		69.22		69.22
Total (i+ii+iii)	626.68	815.84		1442.52

TWENTY FIFTH ANNUAL REPORT 2014-2015

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil	Nil	Nil
	- as % of profit					
	- others, specify...					
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
6.	Total (A)	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act					

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify	Nil				Nil
	Total (1)					
	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	Nil				Nil
	Total (2)					
	Total (B)=(1+2)	Nil				Nil
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					



TRANSGENE BIOTEK LIMITED

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Not Applicable		
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...		Not Applicable		
5.	Others, please specify				
6.	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Particulars of Remuneration	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment					
Compounding		Nil	Nil	Nil	
B. Directors					
Penalty		Nil	Nil	Nil	
Punishment					
Compounding					
C. Other Officers In Default					
Penalty		Nil	Nil	Nil	
Punishment					
Compounding					

TWENTY FIFTH ANNUAL REPORT 2014-2015

INDEPENDENT AUDITOR'S REPORT

To
The Members,
TRANSGENE BIOTEK LIMITED

Report on the Financial Statements:

We have audited the accompanying financial statements of **TRANSGENE BIOTEK LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year ended , and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements :

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities, selection and application of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility :

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required



and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015; and
- b) in the case of the Profit and Loss Account, of the Loss for the period ended March 31, 2015.
- c) in the case of the cash flow statement, of the Cash Flows, for the period ended March 31, 2015.

Emphasis of Matter

1. Attention is brought to Note No.10 to the Notes on Accounts under the heading "Non-Current Investments" amounting to Rs.9220.10 Lakhs made in the wholly owned subsidiary company (1,69,52,001 shares of US \$ 1 each). Keeping in view the comments of the Auditor of the Subsidiary Company, in the Independent Auditor's Report wherein they commented that they are unable to express an opinion on the financial statements of the said Subsidiary Company and also in the absence of alternative methodologies to independently evaluate the same, we are unable to express an opinion whether the said sum as reflected under the above head is recoverable at the value at which it is stated. Management, as a prudent measure, made full provision in the books of accounts considering the above development.
2. Attention is also brought to the fact that Securities and Exchange Board of India (SEBI) had conducted Preliminary Inquiry on receiving certain complaints on the matter of GDRs issued by the Company and its utilization thereof, basically on the angle of protection of Investors' interest.

SEBI prima facie concluded that the GDR proceeds have been transferred by the Company, directly or indirectly, through foreign subsidiary for undisclosed purposes under the garb of consideration for technology transfer and consequently passed an interim Order inter alia, refraining the Company from issuing any securities. The Company has appealed against the said Order. We are unable to comment, at this stage, on the impact this Order will have on the Company as a going concern. We are also unable to quantify, at the stage, the financial impact of this Order on the Company, as the Management has informed us that the Company is in the process of taking steps for recovery of amounts raised in the GDR.

3. The findings of the SEBI as per their Order on the utilization/transfer of GDR proceeds for undisclosed purposes point out towards violations of the provisions of the Foreign Exchange Management Act as well as GDR approval conditions, the impact of which we are unable to quantify at this stage.
4. Attention is brought to the fact that there is an outstanding balance of Rs. 2302.00 lakhs which pertains to advance given to a Party out of the proceeds of GDR. Consequent to the order of the SEBI as aforesaid and the contention of the management that the payments were made without Company's authorization or knowledge, we are unable to opine whether this amount is recoverable or not as we are unable to obtain confirmation from the concerned Party. However, the Management as a prudent measure, made full provision for the amount, in the Books of Account considering the above facts.

Report on Other Legal and Regulatory Requirements :

TWENTY FIFTH ANNUAL REPORT 2014-2015

-
- | | |
|---|---|
| <p>1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanation given to us, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order to the extent applicable to the company.</p> <p>2. As required by section 143(3) of the Act, we report that:</p> <p>a. We sought and have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;</p> <p>b. In our opinion proper Books of Account as required by law have been kept by the Company so far as it appears from our examination of those books;</p> <p>c. The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;</p> <p>d. In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.</p> <p>e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors are</p> | <p>disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.</p> <p>f. With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors), Rules 2014, in our opinion and to the best of our information and according to the explanation given to us;</p> <p>i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements.</p> <p>ii. In our opinion and as per the information and explanations provided to us, the Company has not entered into any long term contracts including derivate contracts, requiring provision under applicable laws or accounting standards for material foreseeable losses, and</p> <p>iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.</p> |
|---|---|
- For GOPAL & RAJAN**
Chartered Accountants
Firm Regd. No. 000953S

Sd/-
K.Goutham Subbaiah
Partner
(M. No. 203237)
-



**ANNEXURE TO THE INDEPENDENT
AUDITOR'S REPORT**

Re: TRANSGENE BIOTEK LIMITED

Referred to in Paragraph 1 under section
(Report on other Legal and Regulatory
Requirements of our Report of even date)

- | | |
|--|---|
| <p>(i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. In case of Technology item, we have been informed that certain balancing components are yet to be received without which the technology is incomplete for the full effective intended usage. Subject to this, the other fixed assets have been physically verified by the management and this revealed no material discrepancies.</p> <p>(b) All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.</p> <p>(ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.</p> <p>(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.</p> | <p>(c) In our opinion and according to the information and explanations given to us, the company is maintaining proper records of inventory. No material discrepancies were noticed on verification of the physical stocks with the records.</p> <p>(iii) The company has not granted any loan to the parties covered in the register maintained under section 189 of the Companies Act, 2013.</p> <p>(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.</p> <p>(v) According to the information and explanations given to us, the Company has accepted deposits against the terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. During the year deposits accepted to the tune of Rs. 34.00 lakhs.</p> <p>(vi) The maintenance of cost records has not been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 for the activities of the Company.</p> <p>(a) The company is not regular in depositing undisputed statutory dues. The amount of arrears, as at 31st March, 2015 outstanding for a period of more than six months from the date they became payable are as mentioned below:</p> |
|--|---|

TWENTY FIFTH ANNUAL REPORT 2014-2015

Income tax (Asst year 2009-2010) Rs.	3.79 lakhs	(b)	According to the information and explanations given to us, there are no dues of sales tax, income tax and excise duty which have not been deposited on account of any dispute except the following :
Income Tax (asst Year 2011-2012) Rs.	3.11 lakhs		
Income tax (Asst year 2012-2013) Rs.	554.11 lakhs		
Fringe Benefit Tax Rs.	0.58 lakhs		
Income tax in the nature of TDS Rs.	22.34 lakhs		
Service tax Rs.	8.52 lakhs and		
CST payable Rs.	0.78 lakhs.		

Nature of Dues	Amount(Rs)	Period	Forum where dispute is pending
Customs Duty demand raised for Non-fulfillment of Export Obligation	59.37 lakhs	2002	CESTAT, Chennai

- (c) In our opinion and according to the information and explanations given to us, there are no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under.
- (vii) In our opinion, the company has accumulated losses as on 31st March, 2015 to the tune of Rs.13862.25 lakhs. The Company has incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.
- (viii) In our opinion and according to the information and explanations given to us, the company has defaulted in repayment of dues to financial institutions and banks.
- (ix) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
- (x) According to the information and explanations given to us, the company has not obtained any Term Loans during the period under audit.
- (xix) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

The Company is not regular in repayment of Term loans within due date and the loan accounts with Union bank of India and SIBRI are classified as Non-Performing Asset by the banks due to non-payment as per payment schedule of Term loan and non-application of interest on the loan account after the account becoming NPA. In the absence of confirmation of the loan balance, we are not in a position to quantify the exact arrears at the year end.

As per our report attached
For **GOPAL & RAJAN**
Chartered Accountants
Firm Regd. No. 000953S

Sd/-
K.Goutham Subbaiah
Partner
(M. No. 203237)



TRANSGENE BIOTEK LIMITED

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow statement of TRANSGENE BIOTEK LIMITED, Hyderabad for the period ended 31st March, 2015. The statement has been prepared by the Company in accordance with the requirements of listing agreement clause 32 with Bombay Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by report of 4th September, 2015 to the members of the Company.

As per our report attached
For **GOPAL & RAJAN**
Chartered Accountants
Firm Regd. No. 000953S

Sd/-
K.Goutham Subbaiah
Partner
(M. No. 203237)

TWENTY FIFTH ANNUAL REPORT 2014-2015

Standalone Balance Sheet

Particulars	Note	As at 31st March 2015	As at 31st March 2014
		₹	₹
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	2	757,700,000	757,700,000
Reserves and Surplus	3	1,023,786,052	1,214,145,497
Non-Current Liabilities			
Long-term borrowings	4	62,668,640	59,320,739
Long term provisions	5	1,208,786,442	1,208,786,442
Current Liabilities			
Short-term borrowings	6	80,720,490	71,262,190
Trade payables	7	156,046,922	170,837,089
Other current liabilities	8	13,555,001	12,486,257
Total Equity and Liabilities		3,303,263,547	3,494,538,214
ASSETS			
Non-current assets			
Fixed assets	9		
(i) Tangible assets		51,413,448	57,789,158
(ii) Intangible assets		1,582,627,751	1,748,057,133
Capital work-in-progress		2,890,306	2,890,306
Non-current investments	10	922,009,728	922,009,728
Long term loans and advances	11	241,907,253	241,747,253
Other non-current assets	12	319,885,401	319,885,402
Current assets			
Inventories	13	661,543	722,373
Trade receivables	14	163,891,004	182,506,106
Cash and cash equivalents	15	301,386	517,128
Short-term loans and advances	16	17,675,727	18,413,627
Total Assets		3,303,263,547	3,494,538,214

Note: The notes referred to above are an integral part of the Balance Sheet.

As per our report attached

For Gopal & Rajan

Chartered Accountants

Firm Registration No.000953S

Sd/-

K. Goutham Subbaiah

Partner

Membership No. 203237

For and on behalf of the board of Directors

Transgene Biotek limited

Sd/-

Dr. K. Koteswara Rao

Managing Director

Sd/-

S.S. Das

Director

Place : Hyderabad

Date : 04.09.2015



TRANSGENE BIOTEK LIMITED

Standalone Statement of Profit and Loss :

Particulars	Note	As at 31st March 2015	As at 31st March 2014
		₹	₹
INCOME			
Revenue from operations	17	3,327,660	9,811,393
Other Income	18	-	8,000,000
Total Income		3,327,660	17,811,393
EXPENSES			
Cost of materials consumed	19	123,278	927,625
Purchase of Traded goods	20	-	-
(Increase)/decrease in finished stock	21	18,975	1,475,381
Employee benefit expense	22	10,421,398	10,242,533
Financial costs	23	3,597,414	4,860
Depreciation and amortization expenses	24	171,805,093	172,155,341
Other expenses	25	7,660,706	15,351,456
Total Expenses		193,626,864	200,157,195
Profit before exceptional and extraordinary items and tax		(190,299,204)	(182,345,802)
Exceptional and extraordinary items		-	-
Profit before extraordinary items and tax		(190,299,204)	(182,345,802)
Extraordinary items		-	1,152,213,978
Prior Period Expenditure/(Income)		60,241	(519,895)
Profit before tax		(190,359,445)	(1,334,039,885)
Tax expense:			
Current tax expenses		-	-
Deferred tax charge / (credit)		-	-
Profit for the period		(190,359,445)	(1,334,039,885)
Earnings per Equity Share (Equity shares of par value Rs. 10 each)			
Basic		(2.51)	(17.61)
Diluted		(2.51)	(18.98)
Number of shares used in computing earnings per share		75,770,000	
Basic		75,770,000	75,770,000
Diluted			70,290,548

Note: The notes referred to above are an integral part of the Balance Sheet.

As per our report attached

For Gopal & Rajan

Chartered Accountants

Firm Registration No.000953S

Sd/-

K. Goutham Subbaiah

Partner

Membership No. 203237

Place : Hyderabad

Date : 04.09.2015

For and on behalf of the board of Directors

Transgene Biotek limited

Sd/-

Dr. K. Koteswara Rao

Managing Director

Sd/-

S.S. Das

Director

TWENTY FIFTH ANNUAL REPORT 2014-2015

Cash Flow Statement (Standalone)

Particulars	As at 31st March 2015	As at 31st March 2014
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(190,359,445)	(1,334,039,885)
Adjustments for :		
Depreciation	171,805,093	172,155,341
Interest and Finance charges	3,597,414	4,860
Exchange rate difference from Invst abraod	-	(14,545,287)
Interest received	-	157,614,914
Operating Profit before working Capital changes	(14,956,938)	(1,176,424,971)
Adjustments for :		
Decrease / (Increase) in Receivables	18,415,102	1,828,113
Decrease / (Increase) in Inventories	60,830	1,754,223
Decrease / (Increase) in other current assets	737,899	1,050,691
Increase / (Decrease) in payables	(14,790,167)	(17,409)
Increase / (Decrease) in Provisions and Other liabilities	1,068,744	1,150,754,546
Subtract Increase in Prepaid Expenses		-
Other	5,492,408	1,155,370,164
Cash generated from operations	(9,464,530)	(21,054,807)
Less : Direct Taxes paid	-	-
Net Cash from Operating Activities	(9,464,530)	(21,054,807)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	-	-
Product development expenditure	-	-
Capital advances and Investments	(160,000)	14,547,600
Interest received	-	-
Net Cash from Investing Activities	(160,000)	14,547,600
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of GDRs / Equity Shares	-	100,000,000
Repayment of Working Capital Term Loan	9,458,300	(94,024,960)
Proceeds / (repayment) Long term borrowings	-	-
Interest Paid	(49,512)	(4,860)
Net Cash from Financing Activities	9,408,789	5,970,180
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(215,742)	(537,027)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	517,128	1,054,155
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	301,386	517,128

NOTE :

- 1) Figures in brackets indicate cash outgo
- 2) The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard-3 notified under the Companies Act, 2013.
- 3) Significant Accounting Policies and other Notes to Accounts form an integral part of the Cash Flow Statement.
- 4) Previous year figures have been regrouped/reclassified wherever necessary to confirm to current year classification vide our report of even date.

For Gopal & Rajan
Chartered Accountants
Firm Registration No.000953S

Sd/-
K. Goutham Subbaiah
Partner
Membership No. 203237

For and on behalf of the board of Directors
Transgene Biotek limited

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S. Das
Director

Place : Hyderabad
Date : 04.09.2015



TRANSGENE BIOTEK LIMITED

Notes to financial statements for the Year ended 31st March 2015

(All amounts in Indian rupees, except share data and where otherwise stated)

2. SHARE CAPITAL

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Authorised :		
Equity Shares (7,50,00,000 Shares of Rs.10 each)	750,000,000	750,000,000
(Previous year 7,50,00,000 equity shares)	750,000,000	750,000,000
Issued, subscribed and paid-up :		
Equity Share		
(7,57,70,000 shares of Rs.10 each fully paid up)	757,700,000	757,700,000
(Previous year 6,57,70,000 equity shares)		
Share Application Money	-	-
	757,700,000	757,700,000

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- each. Each holder of one equity share is entitled to one vote per share.

In the event of the liquidation of the Company, the holders of shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However no such preferential amounts exists currently. The amount distributed will be in proportion to the number of equity shares held by the shareholders

The reconciliation of the number of equity shares outstanding is set out below :

PARTICULARS	As at 31st March 2015		As at 31st March 2014	
	Number of shares	Amount	Number of shares	Amount
	₹	₹	₹	₹
Shares outstanding at the beginning of year	75,770,000	757,700,000	65,770,000	657,700,000
Shares Issued during the year	-	-	10,000,000	100,000,000
Shares outstanding at the end of the year	75,770,000	757,700,000	75,770,000	757,700,000

The details of shareholder holding more than 5% equity shares is set below :

PARTICULARS	As at 31st March 2015		As at 31st March 2014	
	Number of shares	% of Shareholding	Number of shares	% of Shareholding
	₹	₹	₹	₹
Dr. K. Koteswara Rao	15,211,902	20.08%	15,211,902	20.08%
Polavarapu Vikram	8,732,171	11.52%	8,732,171	11.52%
The Bank of New york Mellon, DR	7,970,000	10.52%	7,970,000	10.52%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares

TWENTY FIFTH ANNUAL REPORT 2014-2015

Notes to financial statements for the Year ended 31st March 2015

(All amounts in Indian rupees, except share data and where otherwise stated)

3. RESERVES AND SURPLUS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Security Premium account :		
Balance brought forward	1,388,092,501	1,388,092,501
Additions during the year	-	-
	1,388,092,051	1,388,092,501
Less: Expenses incurred for issue of securities	-	-
Closing balance at the end of the year	1,388,092,501	1,388,092,501
Capital Reserve		
Balance Brought forward	891,265,401	891,265,401
Additions during the year	-	-
Closing balance at the end of the year	891,265,401	891,265,401
Warrants Forfeiture reserves		
Balance brought forward	12,250,000	12,250,000
Additions during the year	-	-
Closing balance at the end of the year	12,250,000	12,250,000
Exchange Translation Reserve	116,288,237	116,288,237
Profit & Loss account		
Balance brought forward	(1,193,750,642)	140,289,243
Add : Profit during the year	(190,359,445)	(1,334,039,885)
Closing balance in P & L Account	(1,384,110,087)	(1,193,750,642)
	1,023,786,052	1,214,145,497

4. LONG TERMS BORROWINGS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Term Loan from Dept. Bio technology, Ministry of Science and Technology, Govt. of India	44,247,901	40,900,000
Working Capital Term Loan from UBI	18,420,739	18,420,739
	62,668,640	59,320,739

* Term Loans are secured by first pari passu charge on all the present and future fixed assets both movable and immovable property of the Company

** Term loan from Department of Bio Technology (DBT), Ministry of Science and Technology are secured by the whole of movable and immovable properties acquired from the loan sanctioned by the DBT under SBIRI scheme

**TRANSGENE BIOTEK LIMITED****5. LONG TERM PROVISIONS**

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Provision for Employees Retirement Benefits	411,958	411,958
Provision for Fringe Benefit Tax	58,368	58,368
Income Tax provision earlier years	56,102,138	56,102,138
Provision for Investments	1,152,213,978	1,152,213,978
	1,208,786,442	1,208,786,442

6. SHORT TERM BORROWINGS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Loans repayable on demand from parties		
From related parties	37,338,656	30,627,848
From others	43,381,834	40,634,342
	80,720,490	71,262,190

7. TRADE PAYABLES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Dues of Micro and Small Enterprises	-	-
Dues other than Micro and Small Enterprises	156,046,922	170,837,089
	156,046,922	170,837,089

8. OTHER CURRENT LIABILITIES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Other payables	10,274,942	9,103,340
Statutory Liabilities	3,280,059	3,382,917
	13,555,001	12,486,257

TWENTY FIFTH ANNUAL REPORT 2014-2015

9. FIXED ASSETS UP TO 31ST MARCH 2015

Sl. No.	Particulars	Deprn. Rate %	GROSS BLOCK			DEPRECIATION				NET BLOCK	
			As At 01.04.2014	Additions/ (Deletion) during the Year	As At 31.03.2015	Up to 01.04.2014	Depreciation on Deletions	For the Year	Up to 31.03.2015	As At 31.03.2015	As At 31.03.2014
			Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1	Land	-	2,008,003	-	2,008,003	-	-	-	-	2,008,003	2,008,003
2	Buildings	3.34	36,335,703	-	36,335,703	18,860,803	-	1,213,612	20,074,415	16,261,288	17,474,900
3	Buildings- Temporary Erections	-	64,917	-	64,917	64,917	-	-	64,917	-	-
4	Plant & Machinery	4.75	84,885,199	-	84,885,199	58,801,473	-	4,032,047	62,833,520	22,051,679	26,083,726
5	Furniture & Fixtures	6.33	1,635,451	-	1,635,451	737,335	-	103,524	840,859	794,592	898,116
6	Air Conditioner - Factory	4.75	5,692,841	-	5,692,841	5,692,840	-	-	5,692,840	1	1
7	Electrical Installations - Factory	4.75	3,668,307	-	3,668,307	3,668,306	-	-	3,668,306	1	1
8	Lab Equipment	4.75	16,969,485	-	16,969,485	6,976,744	-	806,051	7,782,795	9,186,690	9,992,741
9	Office Equipment	4.75	2,105,841	-	2,105,841	1,114,631	-	100,027	1,214,658	891,183	991,210
10	Generator	4.75	1,177,812	-	1,177,812	931,473	-	55,946	987,420	190,392	246,339
11	Computers	16.21	1,726,618	-	1,726,618	1,705,883	-	5,671	1,711,554	15,064	20,735
12	Vehicles	9.50	619,304	-	619,304	545,917	-	58,834	604,751	14,553	73,387
	Total (A)		156,889,481	-	156,889,481	99,100,323	-	6,375,712	105,476,035	51,413,448	57,789,158
	Intangible Assets										
	Intellectual Property Rights	10.00	996,700,000	-	996,700,000	99,670,000	-	99,670,000	199,340,000	797,360,000	897,030,000
	Technology*	7.07	930,118,554	-	930,118,554	79,091,421	-	65,759,382	144,850,803	785,267,751	851,027,133
	Total (B)		1,929,708,860	-	1,929,708,860	178,761,421	-	165,429,382	344,190,803	1,585,518,057	1,750,947,439
	Capital Work in Progress-Buildings(C)		2,890,306	-	2,890,306	-	-	-	-	2,890,306	2,890,306
	Total (A+B+C)		2,086,598,341	-	2,086,598,341	277,861,743	-	171,805,093	449,666,838	1,636,931,505	1,808,736,597



TRANSGENE BIOTEK LIMITED

10. NON CURRENT INVESTMENTS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
In Subsidiaries, Un-Quoted Transgene Biotek HK Limited (16,952,001 Shares of US\$ 1.00 each)	922,009,728	922,009,728
	922,009,728	922,009,728

11. LONG TERM LOANS AND ADVANCES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
(Unsecured, considered good except stated Otherwise)		
Advance for acquiring for Technologies/Patents/ Know-how	233,452,253 8,455,000	233,292,253 8,455,000
Earnest Money Deposit with Govt/ Other authorities		
	241,907,253	241,747,253

12. OTHER NON-CURRENT ASSETS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
(Unsecured, considered good except stated Otherwise)		
Product Development Expenditure	302,452,253	302,408,769
Technology Development cost	17,476,633	17,476,633
	319,885,401	319,885,402

13. INVENTORIES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
(Value at lower of cost and net realizable value)		
Raw Material and Consumables	521,828	563,683
Finished Goods	139,715	158,690
	661,543	722,373

14. TRADE RECIVABLES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
(Unsecured, considered good except stated Otherwise)		
Debts outstanding for a period exceeding six months from the date they are due for payment	-	-
Other Debts	163,891,004	182,506,106
	163,891,004	182,506,106

TWENTY FIFTH ANNUAL REPORT 2014-2015

15. CASH AND CASH EQVALENTS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Cash on Hand	17,467	36,413
Balance with Schedule Banks		
In current accounts	253,221	450,017
In deposit accounts	698	698
Balance with Non Schedule Bank	30,000	30,000
	301,386	517,128

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Balance with Banks in current accounts		
Karur vysya bank	-	25
Union Bank of India	-	208
Andhra Bank- Srinagar colony	-	5,107
Andhra Bank -S.R.Nagar	-	3,824
Axis Bank Ltd - 911020057235469	24,823	82,208
Axis Bank Ltd - 913020044397910	1,941	6,755
Bank of India -Ameerpet	-	2,544
Bank of India -Tanuku	-	-
Bank of India -nidadavolu	190,186	266,644
Bank of India -Tadepalligudem	8,136	50,881
ICICI Bank	-	1,225
Indus Ind Bank	10,500	10,500
Union Bank of India	7,,636	7,636
Yes Bank	10,000	10,000
Indian Bank	-	2,460
	253,221	450,017
In deposit accounts		
Union Bank of India (SIBRI)	698	698
	698	698
Balance with Non Scheduled Banks		
HSBC	30,000	30,000
Investic Bank (USA)	-	-
	30,000	30,000
	283,919	480,715

**TRANSGENE BIOTEK LIMITED****16. SHORT TERM LOANS AND ADVANCES**

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Unsecured, Considered good		
Share application money in		
Transgene Biotech H.K Ltd., Hong Kong	-	-
Capital Advance	6,677,303	6,677,303
Salary Advance	-	-
Rent Deposits	250,000	-
Advance to Suppliers	9,493,644	10,512,013
CENVAT Credit Recievable	129,614	147,246
Prepaid Expenditure	-	-
With Holding Tax Receivables	1,065,264	1,030,962
VAT Credit Recievable	59,902	46,102
	17,675,727	18,413,627

17. REVENUE FROM OPERATIONS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Diagnostic Services	3,147,660	4,841,758
Sales of Products (Net of Taxes and Duties)	-	2,243,200
Facility Rental Charges	180,000	2,726,435
	3,327,660	9,811,393

18. OTHER INCOME

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Miscellaneous Income	-	8,000,000
	-	8,000,000

19. COST OF MATERIAL CONSUMED

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Opening Stock	563,683	842,525
Add: Purchases	81,426	648,783
	645,106	1,491,308
Less: Closing Stock	521,828	563,683
	123,278	927,625
Less: Material Consumed for Product Development	-	-
	123,278	927,625

TWENTY FIFTH ANNUAL REPORT 2014-2015

20. PURCHASE OF TRADE GOODS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Opening Stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
	-	-

21. (INCREASE)/DECREASE IN FINISHED GOODS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Traded, Raw material and Finished Goods		
Inventories at the end of the year		
Trade Goods	-	-
Finished Goods	139,715	158,690
Raw material and Consumables	-	-
	139,715	158,690
Inventories at the beginning of the year		
Raw material and Consumables	-	-
Finished Goods	158,690	1,634,071
	158,690	1,634,071
	18,975	1,475,381

22. EMPLOYEE BENEFIT EXPENSES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Salaries, wages and bonus	7,971,394	9,300,862
Contribution to provident fund and other funds	291,902	305,460
Gratuity expenses	-	328,807
Leave Encashment expenses	-	83,151
Staff welfare expenses	2,158,102	224,253
	10,421,398	10,242,533

23. FINANCIAL COSTS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Interest to Banks and Financial institutions	3,547,901	-
Bank charges	49,512	4,860
	3,597,14	4,860



TRANSGENE BIOTEK LIMITED

24. DEPRECIATION AND AMORTIZATION EXPENSE

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Depreciation as per IX note	171,805,093	172,155,341
Depreciation transferred to Product Development exp.	-	-
	171,805,093	172,155,341

25. OTHER EXPENSES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Conversion Charges	-	197,000
Consumables	70,237	-
Power and Fuel	1,600,621	2,046,192
Rates, Taxes and Fees	346,874	411,126
Printing and Stationery	100,219	122,551
Postage and Telephone	174,028	230,044
Insurance	20,190	24,053
Legal and Professional charges	461,767	1,767,319
Remuneration to Auditors	197,413	168,540
Rebate and Discounts	96,558	124,982
Travelling, Transport and Conveyance	612,899	801,424
Vehicle maintenance and hire charges	132,000	206,350
Referral expenses	228,516	608,317
Advertisement	90,900	202,620
Listing Fee	-	213,443
R & D Expenses	761,503	3,203,102
Prior Period Expenses	-	825,589
Repairs & Maintenance	240,725	813,982
Lab Maintenance	624,530	165,497
Office Maintenance	157,429	205,467
Security Charges	140,032	977,565
Adminstration expenses	125,000	327,384
Business promotion expenses-HO	326,859	1,496,582
Business Promotion expenses-Lab Service Centres	1,103,531	191,535
Misc. Expenses	48,876	20,793
Interest on Statutory payments	-	-
	7,660,706	15,351,456

As per our report attached
For Gopal & Rajan
Chartered Accountants
Firm Registration No.000953S
Sd/-
K. Goutham Subbaiah
Partner
Membership No. 203237
Place : Hyderabad
Date : 04.09.2015

For and on behalf of the board of Directors
Transgene Biotek limited

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S. Das
Director

TWENTY FIFTH ANNUAL REPORT 2014-2015

1. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of preparation of financial statements :

The accompanying financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accruals basis. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied and management evaluates all recently issued or revised accounting standards on an ongoing basis.

1. Fixed Assets and Depreciation :

Fixed Assets are stated at cost less accumulated depreciation. Cost includes all expenses related to acquisition and installation of the concerned assets and, any attributable cost of bringing the asset to the condition of its intended use.

Depreciation is provided under the straight-line method based on useful life of assets as estimated by the Management. Depreciation is charged on a monthly pro-rata basis for assets purchased / sold during the year. Individual assets acquired for less than Rs. 5,000 are entirely depreciated in the year of acquisition. The Management's estimate of useful life for various fixed assets is as under :

Asset	Useful life of Asset in years
Buildings	30
Lab Equipment	15
Mis.Fixed Assets	20
Air Conditioners	15
Office Equipment	15
Electrical Instillation	15
Generator	15
Furniture and Fixtures	15
Plant and Machinery	20
Vehicles	10
Technology	14

2. REVENUE RECOGNITION

Revenue for the company is from medical diagnostic services. Revenue from sales and services are recognized on formal acceptance by the customer/patient.

3. INVENTORIES

Raw Materials/Inventory - At Cost or the net realizable value whichever is less. Cost is determined on a First in First out basis.

Finished Goods - At cost or net realizable value whichever is less.



TRANSGENE BIOTEK LIMITED

4. Expenditure on the ongoing product development for "Meningitis Vaccine, Erythropoietin, Tacrolimus, Statins (Orlistat, Lovastatin Pravastatin), Cancer products and Oral Insulin will be capitalized and written off over a period of the expected useful life of the respective products after obtaining commercial license/commencement of commercial production of the same.

(Amount in Rupees)

Opening Balance	Additions *	Closing Balance
31,98,85,402	Nil	31,98,85,402

* Total amount incurred on development of products during 2014-15

The management is of the opinion that the product development expenditure incurred on the products is technically feasible to generate future economic benefits and the company has sufficient technical resources to complete it.

5. RETIREMENT BENEFITS

- A) The Company is contributing to the Employees Provident fund maintained under the Employees Provident Fund Scheme by the Central Government.
- B) Leave encashment is not provided during the year.
- C) No provision is made towards the gratuity of employees.

6. INTERNALLY GENERATED INTANGIBLE ASSETS

Direct and indirect costs incurred during planning stage, and on operational activities charged to revenue in the year in which it has incurred.

Direct cost incurred on application & infrastructure development, design and content development stages are capitalized if and only if (i) it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and (ii) the cost of the asset can be measured reliably. Indirect cost incurred during application, infrastructure, development stage are charged to revenue.

7. EARNINGS PER SHARE

In determining earnings per share, the company considers the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding at the during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares outstanding during the year.

8. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or

TWENTY FIFTH ANNUAL REPORT 2014-2015

future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated. Cash flows in foreign currencies are accounted at average monthly exchange rates that approximate the actual rates exchange prevailing at the dates of the transactions.

9. INCOME-TAX

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

As there is no virtual certainty in utilizing the deferred tax asset, hence, the deferred tax asset has not been recognized in the books of accounts.

B. NOTES FORMING PART OF THE ACCOUNTS

1. Previous year figures have been regrouped and reclassified, wherever necessary according to the groupings and classifications are made for the current financial year.

2. Contingent Liabilities are not provided for in respect of

	(Rs. In Lacs)	
	2014 - 15	2013 - 14
(i) Customs Duty Demands disputed by the Company	59.37	59.37
(ii) Claims against the company not acknowledged as debts	40.00	40.00

During the year one of the Employee of the Company sustained severe burns in a fire incident in the Company. The Company helped him financially for hospitalization and treatment after which he was discharged from the hospital. However, after the discharge, for some unknown reasons he contracted infection and died while being treated for that. His family approached Labour Court claiming an unspecified amount for his death from the Company. No amount is provided for in books of account for the same as the Company is not sure of the liability.

3. The Department of Biotechnology has sanctioned a loan amount of Rs.4.09 crores under Small Business Innovative Research Initiative (SBIRI) scheme for the novel technology upgradation of oralstat research, for which a charge against movable and Immovable assets acquired from utilization of the said loan amount has been created. SBIRI has demanded an interest of Rs 35,47,901/- for which a provision has been made though the management is yet to ascertain the actual liability of the company in this regard .
4. The company has made 100% provision for the investment made in the Transgene Biotek HK Limited (Subsidiary) for Rs. 92,20,09,728/-in the wake of the Auditors report of the Wholly Owned Subsidiary. Further, 100% provision is made against payment made to M/s. Symetric Sciences Inc utilized out of GDR proceeds. This is without prejudice to the company's claim in this regard.
5. The following are the Related Party Disclosures as per the AS-18 as notified under the Companies Act 2013.



TRANSGENE BIOTEK LIMITED

A) KEY MANAGEMENT PERSONNEL :

Dr. K.Koteswara Rao : Managing Director

B) Relatives of key managerial personnel :

K. Lakshmidhar Rao : Son of Managing director

K.Nirmala Rao : Wife of Managing director

C) Subsidiaries

Transgene Biotek HK Limited : Wholly owned subsidiary

The following are the transactions made with Key Managerial personnel and related parties :

Dr. K.K. Rao

Nature of transaction	Amount	Amount
Repayment of hand loan		3,00,000.00
Advances received		18,64,469.00
Amounts spent on behalf of the company		13,901.00
Expenses reimbursed	12,818.00	
	12,818.00	21,78,370.00

K. Lakshmidhar Rao

Nature of transaction	Amount	Amount
Advances received by the company		20,27,900
Amounts spent on behalf of the company		12,65,764
Expenses reimbursed	11,000	
	11,000	32,93,664

K. Nirmala Rao

Nature of transaction	Amount	Amount
Advances received by the company		13,65,844
Expenses reimbursed	98,000	
	98,000	13,65,844

6. In the opinion of the Board, current assets, loans and advances are realizable at a value, which is at least equal to the amount, at which these are stated, in the ordinary course of business. Balances of sundry debtors, sundry creditors, loans and advances, and other parties are subject to independent confirmation from the respective parties.

TWENTY FIFTH ANNUAL REPORT 2014-2015

7. Additional information pursuant to Part II of Schedule VI to the Companies Act, 1956 to the extent relevant.

Particulars of Capacities and Production

		2014-15			2013-14	
	Unit licensed	Installed	Production / Purchases	Sales	Production	Sales
Bio Chemistry	Tests	129 Lacs	NA	NIL	NIL	NIL
Immunology	Tests	166 Lacs	NA	NIL	NIL	NIL
Elisa	Tests	293 Lacs	NA	NIL	NIL	NIL
Traded Goods	NA	NA	NIL	NIL	NIL	NIL

8. The Company is engaged in Diagnostic Services and trading of Bulk Drugs which as per accounting standard (AS) 17 is considered as business segments.

Rs. In Lakhs

	Diagnostic Services		CRO Services		API-DHA		Total	
	14-15	13-14	14-15	13-14	14-15	13-14	14-15	13-14
	Amt	Amt	Amt	Amt	Amt	Amt	Amt	Amt
Revenue	31.48	48.12	1.8	27.26	0.00	22.43	33.28	98.11
Identifiable operating expenses	35.43	44.02	0	13.8	0.00	1943.74	35.43	2001.56
Segment operating income	-3.95	4.4	1.8	13.46	0.00	-1921.31	-2.15	-1903.45
Other Income							0	80
Total							-2.15	-1823.45
Unallocable expenses							1915.30	11516.94
Net profit before tax							1913.15	-13340.39

9. AUDITORS REMUNERATION

	2014-15	2013-14
	(Amount Rs.)	(Amount Rs.)
As Statutory Auditors	1,00,000	1,00,000
For Taxation Matters	50,000	50,000
Service Tax	21,000	18,540
TOTAL	1,71,000	1,68,540

**TRANSGENE BIOTEK LIMITED**

10. EARNINGS PER SHARE	2014-15(Rs)	2013-14 (Rs)
a) Profit attributable to the Equity Share Holders	(1,91,319,445)	(13,34,039,885)
b) Weighted Average Number of equity shares		
at the end of the year - Basic	75,770,000	75,770,000
- Diluted	75,770,000	70,290,548
c) Earning per Equity Share of Rs.10/- each		
Basic	(2.53)	(17.61)
Diluted	(2.53)	(18.98)

11. Remuneration to directors for the year ended 31.3.2014 :

Particulars	March 31st,2015	March 31st,2014
Salaries and other allowances	0.00	15.00
Contribution to provident fund	-	-
	0.00	15.00

12. EXPENDITURE IN FOREIGN CURRENCY :

	2014-15 (Amount Rs.)	2013-14 (Amount Rs.)
A) Fee For Technical Services	NIL	NIL
B) Lead Manager fee for GDR Issue	NIL	NIL
13. Particulars In Earnings in Foreign Currency :	NIL	NIL
14. CIF Value of Imports	NIL	NIL

15. Product Development Expenses comprise :

Personnel costs:	2014-15	2013-14
Salaries		
a) Bio- Therapeutics	-	-
b) NDDS	-	-
c) Immunosuppressants	-	-
d) Vaccines	-	-
e) Statins	-	-
Total	-	-

TWENTY FIFTH ANNUAL REPORT 2014-2015

Stores & Spare and Consumables		
a) Bio- Therapeutics	-	-
b) NDDS	-	-
c) Immunosuppressants	-	-
d) Statins	-	-
Total	-	-
Depreciation & Repairs		
a) Bio- Therapeutics	-	-
b) Immunosuppressants	-	-
c) Vaccines	-	-
d) Statins	-	-
Total	-	-
Clinical Research Expenses		
a) M.M.Vaccine	-	-
b) Cancer Drugs	-	-
c) Immunosuppressants	-	-
d) Statins	-	-
Total	-	-
Traveling, Conveyance & Vehicle expenses		
a) M.M.Vaccine		-
b) Bio-therapeutics		-
c) Vaccines		-
d) Statins and Immunosuppressants		-
	-	-
Patents related Expenses		
Payments to Attorneys	-	-
Other overheads	-	-



TRANSGENE BIOTEK LIMITED

16. Details of opening stock, closing stock, purchase and sales for the year ended March 31:

Particulars	UOM	Quantity		Value	
		2015	2014	2015	2014
				Rs.	Rs.
Inventory:					
Opening Stock	Kgs			7,22,373	Nil
Purchases	Kgs			Nil	6,48,783
Sales	Kgs			Nil	98,11,393
Closing Stock	Kgs			6,61,543	7,22,373

17. Periodically the Company evaluates all customers due to the company for collectables. The need for provisions is assessed based on the various factors including collectables of specific dues, risk perceptions of the industry in which the customers operate, and general economic factors, which could affect the customer's ability to settle.

18. Notes forming integral part of the Balance Sheet and Profit & Loss Account and have been duly authenticated.

For **Gopal & Rajan**
Firm Registration No.000953S
Chartered Accountants

For and on behalf of the board of Directors
Transgene Biotek limited

Sd/-
K. Goutham Subaiah
Partner
Membership No. 203237

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S. Das
Director

Place : Hyderabad
Date : 06.09.2015

TWENTY FIFTH ANNUAL REPORT 2014-2015

Independent Auditors' Report

TO,
THE MEMBERS OF
TRANSGENE BIOTEK LIMITED AND ITS SUBSIDIARY

Report on the Financial Statements

We have audited the attached Consolidated Balance Sheet of M/s TRANSGENE BIOTEK LIMITED ('the Company') and its subsidiary, which comprise the Consolidated Balance Sheet as at March 31, 2015, Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date and a summary of Significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the position, financial performance and cash flows of the company in accordance with the accounting standards notified under the Companies Act, 2013 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

We did not audit the financial statements of the subsidiary, whose financial statements reflect their share of total assets of Rs.10,564.81 Lakhs as on 31st March, 2015. Further, an amount of Rs.10,563.99 Lakhs was given as Advances for development of technology by the Overseas Subsidiary Company out of GDR proceeds during the earlier year(s), which was not covered by our audit. These financial statements and the other financial information of these subsidiaries have been audited by other Auditors and in our opinion in so far as it relates to the amounts included in respect of these subsidiaries, are based solely on the reports of such other Auditors. During the year under review, the Overseas Auditor could not express their opinion whether these overseas financial statements (the quantum of which is shown above) give a true and fair view of the state of affairs of the Company and of its Loss as well as Cash Flows for this period. Consequently, we are unable to express an opinion whether the consolidated financial statements, to the extent mentioned above, show a true and fair view of the state of affairs, loss and cash flows respectively.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view, except the values stated above and also subject to our comments made in our Stand Alone Audit Report under the headings "Emphasis of Matter (point nos.1 to 4), paragraphs the Annexure to the Report on Other Legal and Regulatory Requirements in conformity with the accounting principles generally accepted in India:

- i) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2015; and
- ii) In the case of the Consolidated Statement of Profit and Loss, of the consolidated Loss for the year ended on that date;
- iii) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For **Gopal & Rajan**
Chartered Accountants
Firm Regd. No. 000953S

Sd/-

PLACE: HYDERABAD
DATE: 04.09.2015

K. Goutham Subbaiah
Partner (M. No. 203237)



TRANSGENE BIOTEK LIMITED

Consolidated Statement of Profit and Loss Account for the ended 31st March 2015

Particulars	Note	For the year ended 31 March 2015	For the year ended 31 March 2014
		₹	₹
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	2	757,700,000	757,700,000
Reserves and Surplus	3	1,156,185,425	1,302,003,219
Non-Current Liabilities			
Long-term borrowings	4	62,668,640	59,320,739
Long term provisions	5	1,208,786,442	1,208,786,442
Current Liabilities			
Short-term borrowings	6	81,584,490	71,262,190
Trade payables	7	156,046,922	170,837,089
Other current liabilities	8	14,762,817	13,522,372
Total Equity and Liabilities		3,437,734,737	3,583,432,052
ASSETS			
Non-current assets			
Fixed assets	9		
(i) Tangible assets		51,413,448	57,789,158
(ii) Intangible assets		1,582,627,751	1,748,057,133
Capital work-in-progress		2,890,306	2,890,306
Long term loans and advances	10	1,298,306,972	1,252,573,099
Other non-current assets	11	319,885,401	319,885,402
Current assets			
Inventories	12	661,543	722,373
Trade receivables	13	163,972,204	182,506,106
Cash and cash equivalents	14	301,386	517,128
Short-term loans and advances	15	17,675,727	18,491,346
Total Assets		3,437,734,737	3,583,432,051

Note: The notes referred to above are an integral part of the Balance Sheet.

As per our report attached

For Gopal & Rajan

Chartered Accountants

Firm Registration No.000953S

Sd/-

K. Goutham Subbaiah

Partner

Membership No. 203237

Place : Hyderabad

Date : 04.09.2015

For and on behalf of the board of Directors

Transgene Biotek limited

Sd/-

Dr. K. Koteswara Rao

Managing Director

Sd/-

S.S. Das

Director

TWENTY FIFTH ANNUAL REPORT 2014-2015

Consolidated Statement of Profit and Loss Account for the ended 31st March 2015			
Particulars	Note	For the year ended 31 March 2015	For the year ended 31 March 2014
		₹	₹
INCOME			
Revenue from operations	16	3,327,660	9,811,393
Other Income	17	-	8,000,000
Total Income		3,327,660	17,811,393
EXPENSES			
Cost of materials consumed	18	123,278	927,625
Purchase of Traded goods	19	-	-
(Increase)/decrease in finished stock	20	18,975	1,475,381
Employee benefit expense	21	10,421,398	10,242,533
Financial costs	22	3,597,414	4,860
Depreciation and amortization expenses	23	171,805,093	172,155,341
Other expenses	24	8,655,923	15,436,034
Total Expenses		194,622,081	200,241,774
Profit before exceptional and extraordinary items and tax		-191,294,421	-182,430,381
Exceptional and extraordinary items		-	-
Profit before extraordinary items and tax		-191,294,421	-182,430,381
Extraordinary items		-	1,152,213,978
Prior Period Expenditure/(Income)		60,241	-519,895
Profit before tax		-191,354,662	-1,334,124,464
Tax expense :			
Current tax expenses		-	-
Deferred tax charge / (credit)		-	-
Profit for the period		-191,354,662	-1,334,124,464
Earnings per Equity Share (Equity shares of par value Rs. 10 each)			
Basic		-2.53	-17.61
Diluted		-2.53	-18.98
Number of shares used in computing earnings per share			
Basic		75,770,000	75,770,000
Diluted		75,770,000	70,290,548

Note: The notes referred to above are an integral part of the Balance Sheet.

As per our report attached

For Gopal & Rajan

Chartered Accountants

Firm Registration No.000953S

Sd/-

K. Goutham Subbaiah

Partner

Membership No. 203237

Place : Hyderabad

Date : 04.09.2015

For and on behalf of the board of Directors

Transgene Biotek limited

Sd/-

Dr. K. Koteswara Rao

Managing Director

Sd/-

S.S. Das

Director



TRANSGENE BIOTEK LIMITED

Cash Flow Statement (Consolidated)

Particulars	As at 31st March 2015	As at 31st March 2014
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(191,354,662)	(1,334,039,885))
Adjustments for :		
Depreciation	171,805,093	172,155,341
Interest and Finance charges	3,597,414	4,860
Exchange rate difference from Invst abraod	45,540,626	(14,545,287)
Interest received	- 220,943,133	157,614,914
Operating Profit before working Capital changes	29,588,471	(1,176,424,971)
Adjustments for :		
Decrease / (Increase) in Receivables	18,333,903	1,828,113
Decrease / (Increase) in Inventories	60,830	1,754,223
Decrease / (Increase) in other current assets	815,619	1,050,691
Increase / (Decrease) in payables	(14,790,167)	(17,409)
Increase / (Decrease) in Provisions and Other liabilities	1,236,686	1,150,754,546
Subtract Increase in Prepaid Expenses		-
Other	5,656,870	- 1,155,370,154
Cash generated from operations	35,245,341	(21,054,807)
Less : Direct Taxes paid	-	-
Net Cash from Operating Activities	35,245,341	(21,054,807)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	-	-
Product development expenditure	-	-
Capital advances and Investments	(45,733,871)	14,547,600
Interest received	-	-
Net Cash from Investing Activities	(45,733,871)	14,547,600
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of GDRs / Equity Shares	-	100,000,000
Repayment of Working Capital Term Loan	10,322,300	(94,024,960)
Proceeds / (repayment) Long term borrowings	-	-
Interest Paid	(49,512)	(4,860)
Net Cash from Financing Activities	10,272,789	5,970,180
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(215,743)	(537,027)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	517,128	1,054,155
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	301,385	517,128

NOTE :

- Figures in brackets indicate cash outgo
- The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard-3 notified under the Companies Act, 2013.
- Significant Accounting Policies and other Notes to Accounts form an integral part of the Cash Flow Statement.
- Previous year figures have been regrouped/reclassified wherever necessary to confirm to current year classification vide our report of even date.

For Gopal & Rajan
Chartered Accountants
Firm Registration No.000953S

Sd/-
K. Goutham Subbaiah
Partner
Membership No. 203237
Place : Hyderabad
Date : 04.09.2015

For and on behalf of the board of Directors
Transgene Biotek limited

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S. Das
Director

TWENTY FIFTH ANNUAL REPORT 2014-2015

Notes to financial statements for the Year ended 31st March 2015

(All amounts in Indian rupees, except share data and where otherwise stated)

2. SHARE CAPITAL

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Authorised :		
Equity Shares (7,50,00,000 Shares of Rs.10 each)	750,000,000	750,000,000
(Previous year 7,50,00,000 equity shares)	750,000,000	750,000,000
Issued, subscribed and paid-up :		
Equity Share		
(7,57,70,000 shares of Rs.10 each fully paid up)	757,700,000	657,700,000
(Previous year 6,57,70,000 equity shares)		
Share Application Money	-	-
	757,700,000	657,700,000

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- each. Each holder of one equity share is entitled to one vote per share.

In the event of the liquidation of the Company, the holders of shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However no such preferential amounts exists currently. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

The reconciliation of the number of equity shares outstanding is set out below :

PARTICULARS	As at 31st March 2015		As at 31st March 2014	
	Number of shares	Amount	Number of shares	Amount
	₹	₹	₹	₹
Shares outstanding at the beginning of year	75,770,000	757,700,000	65,770,000	657,700,000
Shares Issued during the year	-	-	10,000,000	100,000,000
Shares outstanding at the end of the year	75,770,000	757,700,000	75,700,000	757,700,000

The details of shareholder holding more than 5% equity shares is set below :

PARTICULARS	As at 31st March 2015		As at 31st March 2013	
	Number of shares	% of Shareholding	Number of shares	% of Shareholding
	₹	₹	₹	₹
Dr. K. Koteswara Rao	15,211,902	20.08%	15,211,902	20.08%
Polavarapu Vikram	8,732,171	11.52%	8,732,171	11.52%
The Bank of New york Mellon, DR	7,970,000	10.52%	7,970,000	10.52%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares



TRANSGENE BIOTEK LIMITED

Notes to financial statements for the Year ended 31st March 2015

(All amounts in Indian rupees, except share data and where otherwise stated)

3. RESERVES AND SURPLUS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Security Premium account :		
Balance brought forward	1,388,092,501	1,388,092,501
Additions during the year	-	-
	1,388,092,501	1,388,092,501
Less: Expenses incurred for issue of securities	-	-
Closing balance at the end of the year	1,388,092,501	1,388,092,501
Capital Reserve		
Balance Brought forward	891,265,401	891,265,401
Additions during the year	-	-
Closing balance at the end of the year	891,265,401	891,265,401
Warrants Forfeiture reserves		
Balance brought forward	12,250,000	12,250,000
Additions during the year	-	-
Closing balance at the end of the year	12,250,000	12,250,000
Exchange Translation Reserve	250,803,338	205,262,712
Profit & Loss account		
Balance brought forward	(1,194,871,152)	139,257,069
Add : Profit during the year	(191,354,662)	(1,334,128,221)
Closing balance in P & L Account	(1,386,225,815)	(1,194,871,152)
	(1,156,185,425)	1,301,999,461

4. LONG TERMS BORROWINGS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Term Loan from Dept. Bio technology, Ministry of Science and Technology, Govt. of India	44,247,901	40,900,000
Working Capital Term Loan from UBI	18,420,739	18,420,739
	62,668,640	59,320,739

* Term Loans are secured by first pari passu charge on all the present and future fixed assets both movable and immovable property of the Company

** Term loan from Department of Bio Technology (DBT), Ministry of Science and Technology are secured by the whole of movable and immovable properties acquired from the loan sanctioned by the DBT under SBIRI scheme

TWENTY FIFTH ANNUAL REPORT 2014-2015

5. LONG TERM PROVISIONS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Provision for Employees Retirement Benefits	411,958	777,167
Provision for Fringe Benefit Tax	58,368	58,368
Income Tax provision earlier years	56,102,138	56,102,138
Provision for Investments	1,152,213,978	-
	1,208,786,442	56,937,673

6. SHORT TERM BORROWINGS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Loans repayable on demand from parties		
From related parties	38,202,656	30,627,848
From others	43,381,834	40,634,342
	81,584,490	71,262,190

7. TRADE PAYABLES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Dues of Micro and Small Enterprises	-	-
Dues other than Micro and Small Enterprises	156,046,922	170,837,089
	156,046,922	170,837,089

8. OTHER CURRENT LIABILITIES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Other payables	11,386,758	10,139,455
Statutory Liabilities	3,376,059	3,382,917
	14,762,817	13,522,372



9. FIXED ASSETS UP TO 31ST MARCH 2015

Sl. No.	Particulars	Depn. Rate %	GROSS BLOCK			DEPRECIATION				NET BLOCK	
			As At 01.04.2014	Additions/ (Deletion) during the Year	As At 31.03.2015	Up to 01.04.2014	Depreciation on Deletions	Up to 31.03.2015	Up to 31.03.2015	As At 31.03.2015	As At 31.03.2014
			Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1	Land	-	2,008,003	-	2,008,003	-	-	-	-	2,008,003	2,008,003
2	Buildings	3.34	36,335,703	-	36,335,703	18,860,803	-	1,213,612	20,074,415	16,261,288	17,474,900
3	Buildings- Temporary Erections	-	64,917	-	64,917	64,917	-	-	64,917	-	-
4	Plant & Machinery	4.75	84,885,199	-	84,885,199	58,801,473	-	4,032,047	62,833,520	22,051,679	26,083,726
5	Furniture & Fixtures	6.33	1,635,451	-	1,635,451	737,335	-	103,524	840,859	794,592	898,116
6	Air Conditioner - Factory	4.75	5,692,841	-	5,692,841	5,692,840	-	-	5,692,840	1	1
7	Electrical Installations - Factory	4.75	3,668,307	-	3,668,307	3,668,306	-	-	3,668,306	1	1
8	Lab Equipment	4.75	16,969,485	-	16,969,485	6,976,744	-	806,051	7,782,795	9,186,690	9,992,741
9	Office Equipment	4.75	2,105,841	-	2,105,841	1,114,631	-	100,027	1,214,658	891,183	991,210
10	Generator	4.75	1,177,812	-	1,177,812	931,473	-	55,946	987,420	190,392	246,339
11	Computers	16.21	1,726,618	-	1,726,618	1,705,883	-	5,671	1,711,554	15,064	20,735
12	Vehicles	9.50	619,304	-	619,304	545,917	-	58,834	604,751	14,553	73,387
	Total (A)		156,889,481	-	156,889,481	99,100,323	-	6,375,712	105,476,035	51,413,448	57,789,158
	Intangible Assets										
	Intellectual Property Rights	10.00	996,700,000	-	996,700,000	99,670,000	-	99,670,000	199,340,000	797,360,000	897,030,000
	Technology*	7.07	930,118,554	-	930,118,554	79,091,421	-	65,759,382	144,850,803	785,267,751	851,027,133
	Total (B)		1,929,708,860	-	1,929,708,860	178,761,421	-	165,429,382	344,190,803	1,585,518,057	1,750,947,439
	Capital Work in Progress-Buildings(C)		2,890,306	-	2,890,306	-	-	-	-	2,890,306	2,890,306
	Total (A+B+C)		2,086,598,341	-	2,086,598,341	277,861,743	-	171,805,093	449,666,838	1,636,931,505	1,808,736,597

TWENTY FIFTH ANNUAL REPORT 2014-2015

10. LONG TERM LOANS AND ADVANCES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
(Unsecured, considered good except stated Otherwise)		
Advance for acquiring for Technologies/Patents/ Know-how	233,452,253	233,292,253
Earnest Money Deposit with Govt/ Other authorities	8,455,000	8,455,000
Advance towards acquisition of Capital Assets & Technical Know How	1,056,399,719	1,010,825,846
	1,298,306,972	1,252,573,099

11. OTHER NON-CURRENT ASSETS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
(Unsecured, considered good except stated Otherwise)		
Product Development Expenditure	302,408,768	302,408,769
Technology Development cost	17,476,633	17,476,633
	319,885,401	319,885,402

12. INVENTORIES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
(Value at lower of cost and net realizable value)		
Raw Material and Consumables	521,828	563,683
Finished Goods	139,715	158,690
	661,543	722,373

13. TRADE RECIVABLES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
(Unsecured, considered good except stated Otherwise)		
Debts outstanding for a period exceeding six months from the date they are due for payment	-	-
Other Debts	163,972,204	182,506,106
	163,972,204	182,506,106



TRANSGENE BIOTEK LIMITED

14. CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Cash on Hand	17,467	36,413
Balance with Schedule Banks		
In current accounts	253,221	450,017
In deposit accounts	698	698
Balance with Non Schedule Bank	30,000	30,000
	301,386	517,128

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Balance with Banks in current accounts		
Karur vysya bank	-	25
Union Bank of India	-	208
Andhra Bank- Srinagar colony	-	5,107
Andhra Bank -S.R.Nagar	-	3,824
Axis Bank Ltd - 911020057235469	24,823	82,208
Axis Bank Ltd - 913020044397910	1,941	6,755
Bank of India -Ameerpet	-	2,544
Bank of India -Tanuku	-	-
Bank of India -nidadavolu	190,186	266,644
Bank of India -Tadepalligudem	8,136	50,881
ICICI Bank	-	1,225
Indus Ind Bank	10,500	10,500
Union Bank of India	7,636	7,636
Yes Bank	10,000	10,000
Indian Bank	-	2,460
	253,221	450,017
In deposit accounts		
Union Bank of India (SIBRI)	698	698
	698	698
Balance with Non Scheduled Banks		
HSBC	30,000	30,000
Investic Bank (USA)	-	-
	283,919	480,715

15. SHORT TERM LOANS AND ADVANCES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Unsecured, Considered good		
Share application money in		
Transgene Biotek H.K Ltd., Hong Kong	-	-
Capital Advance	6,677,303	6,677,303
Salary Advance	-	-
Rent Deposits	250,000	-
Advance to Suppliers	9,493,644	10,512,013
CENVAT Credit Recievable	129,614	147,246
Prepaid Expenditure	-	-

TWENTY FIFTH ANNUAL REPORT 2014-2015

With Holding Tax Receivables	1,065,264	1,030,962
VAT Credit Recievable	59,902	46,102
Other Receivable	-	77,719
	17,675,727	18,491,346

16. REVENUE FROM OPERATIONS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
	₹	₹
Diagnostic Services	3,147,660	4,841,758
Sales of Products (Net of Taxes and Duties)	-	2,243,200
Facility Rental Charges	180,000	2,726,435
	3,327,660	9,811,393

17. OTHER INCOME

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Interest Earned	-	-
Forex gain on Capital Advances	-	-
Miscellaneous Income	-	8,000,000
	-	8,000,000

18. COST OF MATERIAL CONSUMED

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Opening Stock	563,683	842,525
Add: Purchases	81,423	648,783
	645,106	1,491,308
Less: Closing Stock	521,828	563,683
	123,278	927,625
Less: Material Consumed for Product Development	-	-
	123,278	927,625

19. PURCHASE OF TRADED GOODS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Opening Stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
	-	-

**TRANSGENE BIOTEK LIMITED****20. (INCREASE)/DECREASE IN FINISHED GOODS**

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Traded, Raw material and Finished Goods Inventories at the end of the year		
Trade Goods	-	-
Finished Goods	139,715	158,690
Raw material and Consumables	-	-
	139,715	158,690
Inventories at the beginning of the year		
Raw material and Consumables	-	-
Finished Goods	158,690	1,634,071
	158,690	1,634,071
	18,975	1,475,381

21. EMPLOYEE BENEFIT EXPENSES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Salaries, wages and bonus	7,971,394	9,300,862
Contribution to provident fund and other funds	291,902	305,460
Gratuity expenses	-	328,807
Leave Encashment expenses	-	83,151
Staff welfare expenses	2,158,102	224,253
	10,421,398	10,242,533

22. FINANCIAL COSTS

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Interest to Banks and Financial institutions	3,547,901	-
Bank charges	49,512	4,860
	3,597,414	4,860

23. DEPRECIATION AND AMORTIZATION EXPENSE

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Depreciation as per IX note	171,805,093	172,155,341
Depreciation transferred to Product Development exp.	-	-
	171,805,093	172,155,341

TWENTY FIFTH ANNUAL REPORT 2014-2015

24. OTHER EXPENSES

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Conversion Charges	-	197,000
Consumables	70,237	2,046,192
Power and Fuel	1,600,621	411,126
Rates, Taxes and Fees	346,874	122,551
Printing and Stationery	100,219	230,044
Postage and Telephone	174,028	24,053
Insurance	20,190	1,827,920
Legal and Professional charges	1,421,767	-
Remuneration to Auditors	226,399	196,276
Rebate and Discounts	96,558	-
Travelling, Transport and Conveyance	612,899	124,982
Vehicle maintenance and hire charges	132,000	801,424
Referral expenses	228,516	206,350
Advertisement	90,900	608,317
Listing Fee	-	202,620
R & D Expenses	761,503	213,443
Prior Period Expenses	-	3,203,102
Repairs & Maintenance	240,725	825,589
Lab Maintenance	624,530	813,982
Office Maintenance	157,429	165,497
Security Charges	140,032	205,467
Administration expenses	125,000	977,565
Business promotion expenses-HO	326,859	327,384
Business Promotion expenses-Lab Service Centres	1,103,531	1,496,582
Misc. Expenses	55,107	191,535
Interest on Statutory payments	-	20,793
	8,655,923	15,436,034

As per our report attached
For Gopal & Rajan
Chartered Accountants
Firm Registration No.000953S

For and on behalf of the board of Directors
Transgene Biotek limited

Sd/-
K. Goutham Subbaiah
Partner
Membership No. 203237

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S. Das
Director

Place : Hyderabad
Date : 04.09.2015



Schedule of the consolidated financial statements for the year ended March 31st, 2015**1. SIGNIFICANT ACCOUNTING POLICIES****A. Basis of preparation of financial statements :**

The accompanying financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accruals basis. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied and management evaluates all recently issued or revised accounting standards on an ongoing basis.

1. Fixed Assets and Depreciation :

Fixed Assets are stated at cost less accumulated depreciation. Cost includes all expenses related to acquisition and installation of the concerned assets and, any attributable cost of bringing the asset to the condition of its intended use.

Depreciation is provided under the straight-line method based on useful life of assets as estimated by the Management. Depreciation is charged on a monthly pro-rata basis for assets purchased / sold during the year. Individual assets acquired for less than Rs. 5,000 are entirely depreciated in the year of acquisition. The Management's estimate of useful life for various fixed assets is as under :

Asset	Useful life of Asset in years
Buildings	30
Lab Equipment	15
Mis.Fixed Assets	20
Air Conditioners	15
Office Equipment	15
Electrical Instillation	15
Generator	15
Furniture and Fixtures	15
Plant and Machinery	20
Vehicles	10
Technology	14

2. REVENUE RECOGNITION

Revenue for the company is from medical diagnostic services. Revenue from sales and services are recognized on formal acceptance by the customer/patient.

3. INVENTORIES

Raw Materials/Inventory - At Cost or the net realizable value whichever is less. Cost is determined on a First in First out basis.

TWENTY FIFTH ANNUAL REPORT 2014-2015

Finished Goods - At cost or net realizable value whichever is less.

4. Expenditure on the ongoing product development for "Meningitis Vaccine, Erythropoietin, Tacrolimus, Statins (Orlistat, Lovastatin Pravastatin), Cancer products and Oral Insulin will be capitalized and written off over a period of the expected useful life of the respective products after obtaining commercial license/commencement of commercial production of the same.

(Amount in Rupees)

Opening Balance	Additions *	Closing Balance
31,98,85,402	Nil	31,98,85,402

* Total amount incurred on development of products during 2014-15

The management is of the opinion that the product development expenditure incurred on the products is technically feasible to generate future economic benefits and the company has sufficient technical resources to complete it.

5. RETIREMENT BENEFITS

- A) The Company is contributing to the Employees Provident fund maintained under the Employees Provident Fund Scheme by the Central Government.
- B) Leave encashment is not provided during the year.
- C) No provision is made towards the gratuity of employees.

6. INTERNALLY GENERATED INTANGIBLE ASSETS

Direct and indirect costs incurred during planning stage, and on operational activities charged to revenue in the year in which it has incurred.

Direct cost incurred on application & infrastructure development, design and content development stages are capitalized if and only if (i) it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and (ii) the cost of the asset can be measured reliably. Indirect cost incurred during application, infrastructure, development stage are charged to revenue.

7. EARNINGS PER SHARE

In determining earnings per share, the company considers the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding at the during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares outstanding during the year.

8. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted



TRANSGENE BIOTEK LIMITED

for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated. Cash flows in foreign currencies are accounted at average monthly exchange rates that approximate the actual rates exchange prevailing at the dates of the transactions.

9. INCOME-TAX

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

As there is no virtual certainty in utilizing the deferred tax asset, hence, the deferred tax asset has not been recognized in the books of accounts.

B. NOTES FORMING PART OF THE ACCOUNTS

1. Previous year figures have been regrouped and reclassified, wherever necessary according to the groupings and classifications are made for the current financial year.
2. Contingent Liabilities are not provided for in respect of

	(Rs. In Lacs)	
	2014 - 15	2013-14
(i) Customs Duty Demands disputed by the Company	59.37	59.37
(ii) Claims against the company not acknowledged as debts	40.00	40.00

During the year one of the Employee of the Company sustained severe burns in a fire incident in the Company. The Company helped him financially for hospitalization and treatment after which he was discharged from the hospital. However, after the discharge, for some unknown reasons he contracted infection and died while being treated for that. His family approached Labour Court claiming an unspecified amount for his death from the Company. No amount is provided for in books of account for the same as the Company is not sure of the liability.

3. The Department of Biotechnology has sanctioned a loan amount of Rs.4.09 crores under Small Business Innovative Research Initiative (SBIRI) scheme for the novel technology upgradation of oralstat research, for which a charge against movable and Immovable assets acquired from utilization of the said loan amount has been created. SBIRI has demanded an interest of Rs 35,47,901/- for which a provision has been made though the management is yet to ascertain the actual liability of the company in this regard .
5. The company has made 100% provision for the investment made in the Transgene Biotek HK Limited (Subsidiary) for Rs. 92,20,09,728/-in the wake of the Auditors report of the Wholly Owned Subsidiary. Further, 100% provision is made against payment made to M/s. Symetric Sciences Inc utilized out of GDR proceeds. This is without prejudice to the company's claim in this regard.
6. The following are the Related Party Disclosures as per the AS-18 as notified under the Companies Act 2013.

TWENTY FIFTH ANNUAL REPORT 2014-2015

A) Key managerial personnel :

Dr. K.Koteswara Rao : Managing Director

B) Relatives of key managerial personnel :

K. Lakshmidhar Rao : Son of Managing director

K. Nirmala Rao : Wife of Managing director

C) Subsidiaries

Transgene Biotek HK Limited : Wholly owned subsidiary

B) The following are the transactions made with related parties :

Dr. K.K. Rao

Nature of transaction	Amount	Amount
Repayment of hand loan		3,00,000.00
Advances received		18,64,469.00
Amounts spent on behalf of the company		13,901.00
Expenses reimbursed	12,818.00	
	12,818.00	21,78,370.00

K. Lakshmidhar Rao

Nature of transaction	Amount	Amount
Advances received by the company		20,27,900
Amounts spent on behalf of the company		12,65,764
Expenses reimbursed	11,000	
	11,000	32,93,664

K. Nirmala Rao

Nature of transaction	Amount	Amount
Advances received by the company		13,65,844
Expenses reimbursed	98,000	
	98,000	13,65,844

7. In the opinion of the Board, current assets, loans and advances are realizable at a value, which is at least equal to the amount, at which these are stated, in the ordinary course of business. Balances of sundry debtors, sundry creditors, loans and advances, and other parties are subject to independent confirmation from the respective parties.
8. Additional information pursuant to Part II of Schedule VI to the Companies Act, 1956 to the extent relevant.

Particulars of Capacities and Production



TRANSGENE BIOTEK LIMITED

			2014-15		2013-14	
	Unit licensed	Installed	Production / Purchases	Sales	Production	Sales
Bio Chemistry	Tests	129 Lacs	NA	NIL	NIL	NIL
Immunology	Tests	166 Lacs	NA	NIL	NIL	NIL
Elisa	Tests	293 Lacs	NA	NIL	NIL	NIL
Traded Goods	NA	NA	NIL	NIL	NIL	NIL

9. The Company is engaged in Diagnostic Services and trading of Bulk Drugs which as per accounting standard (AS) 17 is considered as business segments.

	Diagnostic Services		CRO Services		API-DHA		Total	
	14-15	13-14	14-15	13-14	14-15	13-14	14-15	13-14
	Amt	Amt	Amt	Amt	Amt	Amt	Amt	Amt
Revenue	31.48	48.12	1.8	27.26	0.00	22.43	33.28	98.11
Identifiable operating expenses	35.43	44.02	0	13.8	0.00	1943.74	35.43	2001.56
Segment operating income	-3.95	4.4	1.8	13.46	0.00	-1921.31	-2.15	-1903.45
Other Income							0	80
Total							-2.15	-1823.45
Unallocable expenses							1915.30	11516.94
Net profit before tax							1913.15	-13340.39

10. AUDITORS REMUNERATION

	2014-15	2013-14
	(Amount Rs.)	(Amount Rs.)
As Statutory Auditors	1,00,000	1,00,000
For Taxation Matters	50,000	50,000
Service Tax	21,000	18,540
TOTAL	1,71,000	1,68,540

TWENTY FIFTH ANNUAL REPORT 2014-2015

11. EARNINGS PER SHARE	2014-15(Rs)	2013-14 (Rs)
a) Profit attributable to the Equity Share Holders	(191,319,445)	(1,334,124,464)
b) Weighted Average Number of equity shares at the end of the year		
- Basic	75,770,000	75,770,000
- Diluted	75,770,000	70,290,548
c) Earning per Equity Share of Rs.10/- each		
Basic	(2.53)	(17.61)
Diluted	(2.53)	(18.58)

12. Remuneration to directors for the year ended 31.3.2015 :

Particulars	March 31st,2015	March 31st,2014
Salaries and other allowances	0.00	15.00
Contribution to provident fund	-	-
	0.00	15.00

13. EXPENDITURE IN FOREIGN CURRENCY :

	2014-15 (Amount Rs.)	2013-14 (Amount Rs.)
A) Fee For Technical Services	NIL	NIL
B) Lead Manager fee for GDR Issue	NIL	NIL
14. Particulars In Earnings in Foreign Currency :	NIL	NIL
15. CIF Value of Imports	NIL	NIL

16. Product Development Expenses comprise :

Personnel costs :	2014-15	2013-14
Salaries		
a) Bio- Therapeutics	-	-
b) NDDS	-	-
c) Immunosuppressants	-	-
d) Vaccines	-	-
e) Statins	-	-
Total	-	-

**TRANSGENE BIOTEK LIMITED**

Stores & Spare and Consumables		
a) Bio- Therapeutics	-	-
b) NDDS	-	-
c) Immunosuppressants	-	-
d) Statins	-	-
Total	-	-
Depreciation & Repairs		
a) Bio- Therapeutics	-	-
b) Immunosuppressants	-	-
c) Vaccines	-	-
d) Statins	-	-
Total	-	-
Clinical Research Expenses		
a) M.M.Vaccine	-	-
b) Cancer Drugs	-	-
c) Immunosuppressants	-	-
d) Statins	-	-
Total	-	-
Traveling, Conveyance & Vehicle expenses		
a) M.M.Vaccine	-	-
b) Bio-therapeutics	-	-
c) Vaccines	-	-
d) Statins and Immunosuppressants	-	-
	-	-
Patents related Expenses	-	-
Payments to Attorneys	-	-
Other overheads	-	-

TWENTY FIFTH ANNUAL REPORT 2014-2015

17. Details of opening stock, closing stock, purchase and sales for the year ended March 31:

Particulars	UOM	Quantity		Value	
		2015	2014	2015	2014
				Rs.	Rs.
Inventory:					
Opening Stock	Kgs			7,22,373	Nil
Purchases	Kgs			Nil	6,48,783
Sales	Kgs			Nil	98,11,393
Closing Stock	Kgs		Nil	6,61,543	7,22,373

18. Periodically the Company evaluates all customers due to the company for collectables. The need for provisions is assessed based on the various factors including collectables of specific dues, risk perceptions of the industry in which the customers operate, and general economic factors, which could affect the customer's ability to settle.

19. Notes forming integral part of the Balance Sheet and Profit & Loss Account and have been duly authenticated.

Vide our report of even date
For Gopal & Rajan
Firm Registration No.000953S
Chartered Accountants

For and on behalf of the board of Directors
Transgene Biotek limited

Sd/-
K. Goutham Subbaiah
Partner
Membership No. 203237

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S. Das
Director

Place : Hyderabad
Date : 04.09.2015



TRANSGENE BIOTEK LIMITED

Regd. Office: Plot No.68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District

PROXY FORM

Reg. Folio No. DPID - Client ID No.

I/We of in the district of being a member / members of Transgene Biotek Limited hereby appoint of in the district of or failing him/her of in the district of as my/our proxy to vote for me/ us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, the September 30, 2015 at 15.30 Hrs. at Plot No.68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District

Signed this day of 2015.

.....
Signature of Shareholder/s

Signature

Affix
1 Rupee
Revenue
Stamp

Note: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

----- Tear Here -----



TRANSGENE BIOTEK LIMITED

Regd. Office: Plot No.68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District
(To be handed over at entrance of the Meeting Venue)

ATTENDANCE SLIP

Regd. Folio No. / DPID - Client ID No.

SHAREHOLDER'S NAME :
(in Block Capitals)

In case of Proxy

NAME OF PROXY :
(in Block Capitals)

No. of Shares held

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on Wednesday, the September 30, 2015 at 15.30 hrs. at Plot No.68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District

Signature of Shareholder/s / Proxy

Note: Please bring this Attendance Slip when coming to the Meeting.

TWENTY FIFTH ANNUAL REPORT 2014-2015

Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **TRANSGENE BIOTEK LIMITED**

Regd. Office: Plot No.68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District

CIN: L85195TG1990PLC011065

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the first named shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner :

S. No.	Item No.	No of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Audited Accounts and Reports thereon for the financial year ended 31st March 2015.			
2.	Re-Appointment Sri Sarang Subhash Puranik as director of the Company			
3.	Appointment of M/s. S Gopal & Rajan, Chartered Accountants as statutory Auditors of the Company			
4.	Appointment of Mrs. Sujana Kadiam as Independent women director			

Place : Hyderabad

Date:

(Signature of the Shareholder*)



BOARD OF DIRECTORS

Dr. K. Koteswara Rao Chairman &
Managing Director

Dr. Puranik Sarang Subhash Director

Mr Shyam Shankar Das Director

Mrs. Sujana Kadium Director

Registered Office

Plot Nos. 68,69 & 70
Anrich Industrial Area,
IDA Bollaram,
Medak District. T.S.

Factory

Plot Nos. 68,69 & 70
Anrich Industrial Area,
IDA Bollaram,
Medak District. T.S.

Auditors

M/s. Gopal & Rajan
308, Babukha's,
Ameesh Towers,
Padmarao Nagar,
Secunderabad - 500 025.

Bankers

Union Bank of India

Jubilee Hills Branch,
Hyderabad.

Share Transfer Agents

M/S Bigshare Services Pvt. Ltd.

306, 3rd Floor, Right Wing,
Amrutha Ville, Bhavan Road,
Somajiguda, Hyderabad - 500 082.

Book Post
Printed Matter



TRANSGENE
BIOTEK LIMITED
INNOVATING FOR LIFE

Regd. Office : Plot Nos. 68, 69 & 70,
Anrich Industrial Area, IDA, Bollaram, Medak District. T.S.
www.transgenebiotech.com