



August 31, 2022

**The General Manager
Department of Corporate Services - CRD
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001**

BSE Company Code: 526139

Dear Sir / Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report for the year ended 31st March, 2022 containing Notice of the 32nd Annual General Meeting scheduled to be held on **Friday, 30th September, 2022 at 10.00 a.m.** through Video Conference / Other Audio Visual Means (OAVM), in accordance, with various circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The voting period begins on **Tuesday, September 27, 2022 at 09.00 hrs and ends on Thursday, September 29, 2022 at 17.00 hrs.**

Kindly note that the soft copies of Annual Report containing Notice of 32nd Annual General Meeting is being uploaded on the website of Company at **www.transgenebiotech.com**.

This is for your information and records.

Thanking you

Yours Sincerely
For TRANSGENE BIOTEK LIMITED

**DR K KOTESWARA RAO
CHAIRMAN & MANAGING DIRECTOR**

Encls : as above

Breaking technology barriers
Bringing smiles on millions of faces



BOARD OF DIRECTORS

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

- Chairman & Managing Director
- Director
- Director
- Director

Mrs. Ankita Jain
Mr. Chowdari Prasad

- Company Secretary
- Chief Financial Officer

REGISTERED OFFICE

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

AUDITORS

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

BANKERS

IndusInd Bank,
Madhapur Branch
Hyderabad.

SHARE TRANSFER AGENTS

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

Reporting Principles

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

Forward-looking Statements

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

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

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

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

Chairman's speech at the 32nd Annual Meeting of the shareholders - 30th September 2022

Good morning, ladies and gentlemen,

Thank you once again for joining me in the current AGM and I sincerely regret for conducting this year too in virtual mode for the third year in a row.

Ladies and gentlemen, shareholders, allow me in the context of our AGM today to look back at 2021.

Our Mission: We seek to develop innovative molecules and formulations that address unmet medical needs in service of patients and their families. In 2021, we have remained focused on our priorities while navigating the ongoing impact of the pandemic. Innovations at the core of our strategy. Despite the challenges arising from COVID-19, I am pleased to report that Transgene has maintained its momentum in advancing its continued development of oral and nasal delivery technology platform. We continued to invest on this technology in successfully undertaking various in-vivo studies on different molecules. We have developed formulations for Insulin to be delivered into systemic circulation for treating diabetes and another peptide delivered into intra-cerebral area for the treatment of cognitive disorders like Alzheimer's, Parkinson's, Senile Dementia etc.

Our dialogue for licensing and/or strategic business collaborations are pursued continuously with due consideration to the impact caused by the SEBI order on the company. As a business, we are compelled to devise a scheme to overcome the physical and psychological impact caused by SEBI's orders to advance our delivery technology towards commercialization through transfer of technology to another company by name M/s. NidilFree Technologies Pvt Ltd. NidilFree is a completely independent company that is to advance the technology further towards monetization by completing the required studies. We are pleased to note that NidilFree has already initiated various programs in getting requisite approvals from Regulatory Authorities for undertaking studies on nasal Insulin in India. We will provide required transparency in our reporting, in line with this newly created structure.

We are also pleased to note that NidilFree has moved on to utilize the same technology platform for delivering certain molecules into cerebral area used in the treatment of cognitive disorders such as Alzheimer's, Parkinson's disease, senile dementia and certain brain tumors etc by delivering the chosen molecules through nasal route. This, if successful, shall add another dimension to our technology platform.

Speaking about SEBI's orders, we are pained at the insinuations and unjust comments made in the said orders apart from penalties imposed based on such unjust findings that will add further agony and hurdles in our ongoing process to recover GDR funds. It is therefore, we are in consultations with our law firms for redressal of those unjust comments passed by SEBI through available channels.

As part of our sustainability agenda, we have actively set-in motion a set of actions to address succession and legacy issues.

As we look towards 2022-23, we are optimistic about the positive changes taking place and our business has proved to be resilient to challenges thrown from all around and we remain positive that we will continue to manage any new challenges in the months to come. In this context, our 2022-23 outlook is anticipating a sustained momentum.

We continue to boldly move in the direction of our dreams. We shall stand tall and show the world what we are made up of. When the world around us beats us down, we shall find a reason to get back up again. We SHALL NEVER give up on the success.

As I close, I would like to extend my thanks to all our stakeholders, shareholders and suppliers, who have supported the Transgene business over the last several years. Most importantly, I wish to thank the exceptional contributions of our employees, their belief in our company, their perseverance and commitment that allowed us to sustain against all challenges of uncertainty. Lastly, I thank you all Shareholders who believed in me and our company Transgene over the years with unstinted belief and confidence.

NOTICE

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting of the Members of M/s. TRANSGENE BIOTEK LIMITED will be held on Friday, 30th September, 2022 at 10.00 Hours through Video Conferencing / Other Audio - Visual Means (OAVM) to transact the following business.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED ACCOUNTS AND REPORTS

To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

2. RE-APPOINTMENT OF DIRECTOR

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

3. APPOINTMENT OF 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 there under (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), the Company hereby ratifies the appointment of **M/s. Manisha Dubey & Associates**, Chartered Accountants as Statutory Auditors of the Company made pursuant to the resolution passed by the members at the 31st Annual General Meeting of the company held on 30th September 2021 until the conclusion of the 32nd Annual General Meeting, be and are hereby ratified to hold the office from the conclusion of this Annual General Meeting of the Company until the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2023 to examine and audit the accounts of the Company for the Financial Year 2022-23 at such remuneration to be fixed by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS

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

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

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

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

By the Order of the Board
For TRANSGENE BIOTEK LIMITED

PLACE: HYDERABAD
DATE: 13.08.2022

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

CDSL E-VOTING SYSTEM FOR E-VOTING AND JOINING VIRTUAL MEETINGS.

1. In view of the persisting fears of spreading COVID-19 infections, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide the General Circular No. 21/2021 dtd. 14th December, 2021 issued in respect to allowing Companies to hold AGM through video conferencing or other audio-visual means and, has further decided to allow the companies to organize AGM through VC or OAVM in the year 2022 on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 & 4 of General Circular Nos. 20/2020 dated 05.05.2020, Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.transgenbiotek.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also

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

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 21/2021 dtd. 14th December, 2021** issued in respect to allowing Companies to hold AGM through video conferencing or other audio-visual means and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, and, has further decided to allow the companies to organize AGM through VC or OAVM in the year 2022 on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 & 4 of General Circular Nos. 20/2020 dated 05.05.2020, Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020.

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

- (i) The voting period begins on **Tuesday, September 27, 2022 at 09.00 hrs and ends on Thursday, September 29, 2022 at 17.00 hrs**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click

	<p>at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

- (viii) Click on the EVSN No: **220818004** for the relevant **TRANSGENE BIOTEK LIMITED** on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- 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 in the “Corporates” module.
 - 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 a 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@transgenebiotek.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **05** days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **cs@transgenebiotek.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **05** days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **cs@transgenebiotek.com**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

ATTENTION

Members may kindly aware that as per SEBI Circular No.

SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, all the Members / Shareholders holding shares in Physical form shall submit required documents regarding PAN / KYC (Know your Customer) and Nominee Details on or before 31.03.2023 without fail.

Non-Compliance with these provisions will result in freezing of such members folios by the RTA / Company from 01.04.2023.

The Documents to be submitted under KYC are under :

- 1) Form ISR - 1 -> Request for Registering PAN, KYC Details or Change / Updation thereof.
- 2) Form ISR - 2 -> Confirmation of Signature of Securities Holder by the Banker.
- 3) Form ISR - 3 -> Declaration Form for Opting-Out of Nomination by Holders of Physical Securities in Listed Companies.
- 4) Form ISR - 4 -> Request for Issue of Duplicate Share Certificate and Other Service Requests.
- 5) Form SH-13 -> Nomination Form.
- 6) Form SH-14 -> Cancellation or Variation of Nomination.

In view of the above, shareholders complaints / enquiries will not be entertained for Demat / Transmission(s) / Issue of Duplicate Share Certificates etc., will not be entertained from 01.04.2023 until they submit necessary documents for PAN / KYC and Nomination and register the details with RTA/Company.

LAST DATE : 31.03.2023

Members / Shareholders are hereby requested to verify your folios and update if required.

Members / Shareholders can download PAN / KYC and Nomination Forms on the RTA Website : www.bigshareonline.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@transgenebiotech.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43 or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marath on Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 or contact at toll free no. 1800 22 55 33.

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

(i)

Name of Director	Dr. K. Koteswara Rao (DIN : 02287235)
Date of Birth	11-10-1942
Date of Appointment	01-03-1990
Qualification	M.B.B.S., MBIM
Expertise	Medical Practice and Clinical Studies
Other directorships	NeoDel Pharma Pvt Ltd and NiedeFree Technologies Pvt Ltd
Chairman/Members of the Committee in other Companies	None
No of shares held in the Company	15,211,902

Date: 13-08-2022
Place: Hyderabad

BY ORDER OF THE BOARD
Sd/-
DR K KOTESWARA RAO
CHAIRMAN & MANAGING DIRECTOR

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

ITEM NO. 4

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

Dr K. Koteswara Rao (DIN No: 02287235) re-appointed as Chairman and Managing Director by the members at the last AGM, having now attained the age of 80 years has expressed his concerns and reservations in continuing as Managing Director of the company due to persistent and recurring major health problems. However, with due consideration to finding a suitable replacement proven to be a challenging task at this juncture with uncertainties from SEBI orders on the company that need to be addressed adequately, the Board of Directors requested Dr K. Koteswara Rao once again to continue as Managing Director at least till a suitable replacement is appointed to the post.

Therefore, continuation of employment of Dr. K. Koteswara Rao as Managing Director of the company requires the approval of members by way of a special resolution under Section 196(3) of the Companies Act, 2013, inter alia, which provides that no company shall continue the employment of a person who has attained the age of 71 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

*Breaking technology barriers
Bringing smiles on millions of faces*



DIRECTORS REPORT

2021-22

DIRECTORS REPORT

Dear Shareholders

Your Directors submit to you the 32nd Annual Report on the business & operations of the Company and Audited Statement of Accounts for the year ended 31st March, 2022 along with the Auditor's Report thereon.

Financial Results

(Rs. in Lakhs)

Particulars	2021-2022	2020-2021
Total Income	29.92	43.64
Operational, Administration and other expenses	55.09	69.68
Gross Operating Profit	-25.17	-26.04
Interest and Financial Charges	22.68	26.63
Forex Gain/Loss	-	-
Depreciation	992.43	990.80
Profit before Tax/Loss	(1040.28)	(1043.46)
Provision for Tax	-	-
Net Profit/Loss	(1040.28)	(1043.46)

OPERATIONS

The total turnover of the company for the year ended 31st March, 2022 amounted to Rs. 8.66Lakhs as against Rs.16.95 Lakhs in the previous year. The company incurred a net Loss of Rs.1040.28 Lakhs for the year as against a loss of Rs.1043.46 Lakhs in the previous year. As can be noticed, the management continued to revise books of accounts and has written off certain accounts wherever possible after following the standard accounting policies of India and in consultation with the auditors. This revision has resulted in decreased operating loss from the previous year.

AUDITORS' COMMENTS

The operations in Transgene Biotek HK Ltd, the subsidiary, have been shut down since financial year 2015-16 with no activities of any sort.

The consolidated financial statements were authorized for issue by the Company's Board of Directors at the board meeting held on 30th May, 2022.

Review and results of operations

The restrictions placed on the company by SEBI in its order dated 28th August 2019 has adversely impacted in raising funds required for advancing the ongoing projects.

Transgene has been developing novel oral and nasal formulations for the delivery of various protein and peptide-based biologicals through oral and intra-nasal routes. Because of uncertain hurdles in the path towards commercialization of these technologies arising out of SEBI Orders, Transgene plans to advance these technologies by strategically licensing these technologies to a company by name M/s NidilFree Technologies Pvt Ltd, a company owned by professionals with several years of experience in setting-up projects with large manufacturing infrastructure

for biologicals. Transgene owns a substantial equity in NiedlFree apart from various benefits accruing to Transgene. The board while approving the licensing agreement between Transgene and NiedlFree has been informed in explicit terms that Dr. K. Koteswara Rao, Managing Director of Transgene Biotek Ltd has a sizeable interest in NiedlFree Technologies Pvt Ltd.

The terms of the agreement along with financial implications within the Licensing agreement were placed before the Board for discussion and approved with an appropriate resolution being passed.

Subsequently, it was informed by the management of NiedlFree that necessary steps have been initiated to seek regulatory approvals for conducting pre-clinical studies on Nasal Delivery of Insulin (Nozulin). The study involves large number of diverse animals including Rats, Rabbits, Mini Pigs, Dogs etc with a view to get DCGI approvals for advancing towards human clinical trials rapidly.

PerORAL Bio Pvt Ltd

With the ongoing restrictions resulting from SEBI order on the parent company, it was felt by the management that it would be better to transfer the Oral/Nasal delivery technology platform on to a new entity that would help in raising required funds and advance towards commercialization without loss to the inherent value of the technology. Accordingly, as mentioned above that technology has been approved by the Board for its transfer to NiedlFree Technologies Pvt Ltd.

SEBI Order and recovery of lost GDR funds

Efforts are still continuing still, though slowed to some extent due to impact from Covid, for the recovery of lost GDR funds through available legal course.

SEBI Adjudication hearing

During the year gone by we are in regular communication with the office of the Adjudication Officer for physical inspection of the documents which are relevant in support of our claims that neither the company nor other directors were the beneficiaries of the lost GDR funds and none were ever involved in the fraud committed on the company.

SBIRI / BIRAC

There has been an email Notice from BIRAC on 14th December 2021 intimating that an amount of Rs. 5,00,73,313.42/- is outstanding against the Company. We are taking necessary steps to resolve this matter by taking appropriate steps.

DIVIDEND

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

SUCCESSION, STRATEGIC FOCUS AND FUTURE ORIENTATION:

Due to paucity of funds and due to its inability in raising required funds as a result of impact from SEBI order, and with strategic transfer of delivery technology to another entity, NiedlFree Technologies Pvt Ltd, the management expects rapid progress in commercialization of this technology not only in the field of diabetes but in several other clinical areas too. However, we expect the licensing activities of nasal delivery of Insulin by NiedlFree to start soon with resultant benefits accruing to Transgene.

SUCCESSION PLANNING

It is pointed out that Dr. Koteswara Rao will have served as a Director and Managing Director from the very inception of the company for nearly 31 years by September 2022. Ideally, such directors would step down, in line with Indian corporate governance best practice. Last year, the Board asked Dr Rao to seek re-election at the AGM to lead the company in the face of challenging circumstances. Again this year, the Board believes it would be in the best interests of shareholders for him to continue serving as Chairman and Managing Director at least till such time the company tides over the challenges and to facilitate a smooth succession planning and the transition to a new Chair.

Succession planning for the role of Managing Director has continued to be a focus of the Nomination and Governance Committee's work during 2021, with a search that is proceeding well.

While much can be achieved by working and meeting virtually, there is also value in being able to meet in person. We hope to hold next year's AGM in person and looking forward to meeting as many of you there as possible in person.

Subsidiary Company - Transgene Biotek HK Limited

Till the matter of completion of investigation that includes the role played by the operators of that TBL HK account in unauthorized and illegal transfer of funds, no decision is to be taken about its continuation.

However, the focus has not been lost regarding the irregularities committed through the account at Standard Chartered Bank, Singapore and Hong Kong and through other banks too. Likewise, the efforts are continuing for the recovery of lost GDR funds transferred illegally from its account at Investec Bank. 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**”

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We are basically a bio-pharmaceutical company with a focus on three components – Research & Development of innovative biologic molecules, process to stabilize and develop innovative formulations for delivery through either oral or nasal route thus avoiding the injectable route of administration and finally initiate relevant studies for regulatory approvals for the purposes of strategic monetization of the chosen molecule.

However, in order to overcome various challenges, temporary or otherwise, prevailing in the path of progress on the above three components, well informed strategies need to be put in place to realize the ultimate goal of accruing the benefits from the chosen path, one of those is the transfer of oral delivery technology to NiedlFree Technologies.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

The Directors are collectively responsible for the success of the company. The Board maintains and periodically reviews a list of matters that can only be approved by the Board. Matters that have not been expressly reserved to the Board in this way are delegated to the Managing Director or one of the Board's Committees. The Board's responsibilities include setting our strategy and policies, overseeing risk and corporate governance, and monitoring progress towards meeting our objectives and annual plans. It is accountable to our shareholders for the proper conduct of the business and our long-term success, and seeks to represent the interests of all stakeholders.

The Company has a strong legacy of fair, transparent and ethical governance practices and it believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders' value.

DEMATERIALISATION OF SHARES

86.34% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2022 and balance 13.66% 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 4(Four) times during the financial year from 1st April, 2021 to 31st March 2022 the details of which are furnished in the report on Corporate Governance.

BOARD EVALUATION

The evaluation of all the Directors including the Chairman, the Independent Directors and the Managing Director, Board committees and the Board as a whole was carried out based on the criteria and framework approved by the Nomination and Remuneration Committee pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors

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 the board as a whole and performance of the Chairman was evaluated. 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.

INDEPENDENT DIRECTORS AND DECLARATION

Our Independent Directors meet the baseline definition of Independent Directors under the Act and the Listing Regulations. At the beginning of each financial year, the Independent Directors submit a self-declaration confirming their independence and compliance under section 149(6), Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations, 2015 [Listing regulations]. All such declarations are placed before the Board for information and noting.

Based on the declarations received, the Board also confirms that the Independent Directors fulfil the independence criteria under the Listing Regulations and are independent of the management.

Generally, the Independent Directors meet before each board meeting. During FY 2021-22 the independent Directors met Four (4) times i.e. on 29th June 2021, 14th August 2021, 12th November 2021 and 14th February 2022. The Independent Directors inter alia discuss matters arising out of Board and Board Committee agendas, company performance and various other board-related matters, identify areas where they need clarity or information from management and to review the performance of Independent Directors, the Chairman and the Board as a whole and assess the effectiveness and promptness of the information flow.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs. Swetha Marri, Independent Director, of the Company retires at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT:

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

- In the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- They have selected such accounting policies and applied them 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 loss of the company for the same period;
- 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;
- They have prepared the annual accounts on a going concern basis;
- They have laid down internal financial controls in the company that are adequate and were operating effectively.
- 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 principal or interest on deposit 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 do 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.

PARTICULARS OF EMPLOYEES

The statement showing particulars of employees pursuant to Section 197 of the Companies Act, 2013 (the 'Act') read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable on company.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control systems of the Company are adequate and commensurate with the size of operations. These controls ensure that transactions are authorized, recorded and reported on time. They ensure that assets are safe guarded and protected against loss or unauthorized disposal.

The Internal Audit department carried out audits in different areas of the Company's operations. Post-audit reviews were carried out to ensure that audit recommendations were implemented. The Audit Committee of the Board of Directors reviewed the audit program and findings of the Internal Audit department.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT:

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

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**”

A copy of the annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013 (the ‘Act’), in the prescribed form, is hosted on the Company’s website and can be accessed at www.transgenebiotek.com

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

FIXED DEPOSITS

The Company has not accepted any fixed deposits during the year and there are no fixed deposits outstanding as on 31.03.2022.

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: 13.08.2022

“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.)

The subsidiary Transgene Biotek HK Ltd has stopped all activities and its accounts have not been audited since 2014-15. As a result, the following information is a follow-up of its activities as those of the year 2014-15 only without any modifications. Since the earlier Directors and management of Transgene Biotek HK Ltd are under the investigation by the Hong Kong and Singapore police and also, from the Monetary Authority of Singapore on receipt of complaint from the management of the parent company, no further information is provided for the current year 2021-22.

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	1 st April 2021 to 31 st March 2022
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. 75.9095
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

The Company M/s Peroral Bio Private Limited has become the subsidiary of Transgene Biotek Ltd from 23-12-2020 (Date of Incorporation). As a result, the following information is relating to FY 2021-22.

S.No	Particulars	Details
1	Name of the subsidiary	Peroral Bio Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 st April 2021 to 31 st March 2022
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR (No Exchange Rate will be applicable)
4	Share capital	1,00,000
5	Reserves & surplus	-23,981.50
6	Total assets	76,018.50
7	Total Liabilities	1,00,000
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– Peroral Bio Private Limited
- Names of subsidiaries which have been liquidated or sold during the year– None

MANAGEMENT DISCUSSION AND ANALYSIS

CAUTION

Statements in the Management Discussion and Analysis describing the Company's and its subsidiaries' objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include among others, climatic conditions, economic conditions affecting demand-supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

(a) Oral and Nasal drug delivery technologies and opportunities

Oral or Nasal drug administration has been used as an alternative route for the systemic availability of drugs restricted to intravenous administration.

Oral drug delivery is the most preferred route of drug delivery of pharmaceuticals encompassing number of diseases which have been successfully treated. Owing to its potential advantages including well-established delivery system, patient friendly, convenient, comfortable, and non-invasiveness, it has been the most favored drug delivery system in pharmaceutical field. Various factors govern oral drug absorption including drug solubility, mucosal permeability, and stability in the gastrointestinal tract environment. Attempts to overcome these factors have focused on understanding the physicochemical, biochemical, metabolic and biological barriers which limit the overall drug bioavailability. Different pharmaceutical technologies and drug delivery systems including nanocarriers, micelles, cyclodextrins and lipid-based carriers have been explored to enhance oral drug absorption.

Likewise, Nasal drug delivery technology has emerged as a viable and effective alternative to injectable or oral route due to the large surface area, porous endothelial membrane, high total blood flow, the avoidance of first-pass metabolism, and ready accessibility. The nasal administration of drugs, including numerous compound, peptide and protein drugs, for systemic medication has been widely investigated in recent years. Drugs are cleared rapidly from the nasal cavity after intranasal administration, resulting in rapid systemic drug absorption.

In both oral and nasal drug delivery systems of drug delivery, bioavailability issues are one of the major challenges for formulation research and development. There are many formulation strategies adopted to improve the bioavailability of many poorly water-soluble and low-permeable drugs.

In view of the large and potential opportunities for these technologies, the management has evolved a strategy to advance the oral delivery technology for its monetization overcoming several internal and external challenges.

Internal Auditing and Controls

The internal control systems of the Company are adequate and commensurate with the size of operations. These controls ensure that transactions are authorized, recorded and reported on time. They ensure that assets are safe guarded and protected against loss or unauthorized disposal.

The Internal Audit department carried out audits in different areas of the Company's operations. Post-audit reviews were carried out to ensure that audit recommendations were implemented.

The Audit Committee of the Board of Directors reviewed the audit program and findings of the Internal Audit department.

Outlook

The outlook for Transgene is highly promising considering the emerging prospects for TrabiORAL in its wide and diverse application covering various clinical segments such as Diabetes, Cancer and Vaccine areas.

CORPORATE GOVERNANCE REPORT

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Transgene’s governance framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities. Efficient corporate governance requires a clear understanding of the respective roles of the Board of Directors (“Board”) and of senior management and their relationships with others in the Corporate Governance Report.

Corporate governance philosophy of Transgene represents core values by which policies and practices of the organization are guided.

Corporate governance at Transgene is implemented through robust governance processes, internal control systems and processes, and strong audit mechanisms.

In this report, we have provided details on how the corporate governance principles are put in to practice at Transgene.

The corporate governance philosophy at Transgene stems from the set of principles and framework embedded in its values since the year 1992 adhering to the best practices possible.

Our ethical framework focuses on long-term shareholder value creation through responsible decision making. Transgene’s corporate governance framework is founded on the following pillars:

Accountability

For us, accountability is about holding ourselves firmly responsible for what we believe in and for delivering what we have promised. We ensure this by promoting a mind-set of ownership throughout the organization. By means of openness and transparency, we consider ourselves accountable to our stakeholders, our employees, shareholders, vendors and, government agencies.

Competent leadership and management

We believe that a dynamic and diverse board and we endeavor to maintain a board composition that brings healthy balance of skills, knowledge and, independence.

Sustainability

At Transgene, sustainability is about effectively managing the day to day and long term challenges covering the financial, social and technical aspects, whilst focusing on business continuity. We are committed to pursuing our vision and reaching the set goals.

Compliance and risk management

We firmly believe in full adherence to all regulatory and statutory requirements in letter and spirit. Our operating environment is characterized by several risks, which can potentially impact our current and future goals. We believe that effective compliance and risk management activities will drive the sustainability of corporate performance. Our philosophy is imbibed on strict adherence to the governance mechanism laid down in the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

2. BOARD OF DIRECTORS& GOVERNANCE STRUCTURE

The Board of Directors (the Board) is responsible for strategic supervision, overseeing the management performance and governance of the Company on behalf of the shareholders and other stakeholders. The Board exercises independent judgement and plays a vital role in the oversight of the Company’s affairs. The Board also ensures adherence to the standards of Corporate Governance and transparency in the Company’s functioning.

The responsibility for identifying and evaluating a suitable candidate for the Board is delegated to the Nomination and Remuneration Committee (NRC). While selecting a candidate, the NRC reviews and evaluates the Board’s composition and diversity to ensure that the Board and its committees have the appropriate mix of skills, experience, independence and knowledge for continued effectiveness.

The information on composition and category of directors as well as attendance of each director at the meetings of the Board of Directors held during the year ended on March 31, 2022 and at the last annual general meeting and their directorships in other companies and committee membership in other public companies as of the year-end is as under:

Name of Director	Category	No. of board meetings attended	Attendance at the last AGM	No. of other Directorships
Dr. K. Koteswara Rao	Chairman & MD – Promoter	4	Yes	One
Mrs. Sujana Kadiam	Non-executive Independent	4	Yes	One
Mrs. Swetha Marri	Non-executive Independent	4	Yes	None
Mr. Santosh Kumar	Non-executive Independent	4	Yes	None

3. MEETINGS & REVIEW:

The Board of Directors is the apex body constituted by shareholders and is vested with the powers of governance, control, direction and management of affairs of the Company. The Board provides strategic direction and guidance to the Company, and has been steering the Company towards achieving its objectives. Driven by the principles of corporate governance philosophy, the Board strives hard to work in best interest of the Company and its stakeholders.

The Board of Directors of the company met 4 (Four) times during the last financial year ended on 31st March 2022. These meetings were held on 29th June 2021, 14th August 2021, 12th November 2021 and 14th February 2022. The company placed before the Board:

- quarterly and annual consolidated and standalone results & financial statements of the Company;
- Minutes of meetings of the Board and Board Committees, resolutions passed by circulation, and information pertaining to the subsidiary company;
- Any material default in financial obligations to and by the Company or substantial non-payment for services provided by the Company;
- Quarterly compliance certificates which includes noncompliance, if any, of regulatory, statutory nature or listing requirements and shareholders service;
- Appointment, remuneration and resignation of Directors;
- Formation/re-constitution of Committees;
- Disclosures received from Directors;
- Proposals requiring strategic guidance and approval of the Board;
- Related party transactions;
- Regular business / function updates;
- Significant changes in accounting policies and internal controls;
- Report on action taken on previous Board meeting decisions and;
- Reviewing and guiding the corporate strategy and;
- risk assessment and minimization procedures.

The Company places all information, as and when applicable, as specified in Part A of Schedule II of the Listing Regulations before the Board of Directors.

4. CODE OF CONDUCT

The Board has laid down the code of conduct for members of the Board and senior management personnel of the Company. Board members and senior management personnel has affirmed compliance with the code and based thereon a declaration by managing director of the Company in this regard has been annexed to this report.

5. RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

There is no relationship between any of the Directors and none of the non-executive directors hold any shares of the Company as on March 31, 2022.

6. AUDIT COMMITTEE

The composition of the Audit Committee complies with the requirement laid down in the Listing Regulations as well as Companies Act, 2013. Mrs. Sujana Kadium is Chairman of the Audit Committee, while Ms. Swetha Marri and Dr K. Koteswara Rao are the other members

of the Audit Committee. The Audit Committee reviews information specified in Section B of Part C of Schedule II of the Listing Regulations, to the extent applicable.

The terms of reference of the Audit Committee are as per the provisions of Section 177 of the Companies Act, 2013 and the Listing Regulations. The terms of reference are:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Monitoring the end use of funds raised through public offers and related matters;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Approval or any subsequent modifications of transactions of the Company with related parties as per the Companies Act, 2013 and Listing Regulations;
- Examination of the financial statements and the auditors' report thereon; and
- Such other items of business as the Companies Act, 2013, rules made there under and the Listing Agreement for the time being in force requires or may hereinafter require the audit committee to consider, review, evaluate, examine, scrutinize, value, approve, monitor, report, note or otherwise.

The Board of Directors of the company met 4 (Four) times during the last financial year ended on 31st March 2022. These meetings were held on 29th June 2021, 14th August 2021, 12th November 2021 and 14th February 2022. The company placed before the Board:

The attendance of each member of the Committee is given below:

NAME OF THE DIRECTOR	NO. OF MEETINGS ATTENDED
Mrs. Sujana Kadium	4
Mrs. Swetha Marri	4
Dr. K. Koteswara Rao	4
Mr. Santosh Kumar	4

7. SHARE TRANSFER COMMITTEE

The Stakeholders Relationship Committee comprising Dr K Koteswara Rao and Mrs. Sujana Kadium, 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. The complaints received from the investors are being regularly attended to and are believed to be resolved to their satisfaction. The status of the investors' complaints is reviewed by the Stakeholders Relationship Committee generally on quarterly basis.

During the year, the Company received 1 investor complaint which has been attended to and believed to have been resolved to the satisfaction of the investors. Thus, no investor grievance was pending at the year-end.

COMPLIANCE OFFICER

There are no changes in Compliance officer during the year.

8. 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 & PERKS (Rs.)	TOTAL (Rs.)
Dr K Koteswara Rao	None	0/-	0	0
Ms. Swetha Marri	None	20,000/-	0	20,000/-
Ms. Sujana Kadium	None	20,000/-	0	20,000/-
Mr.Santosh Kumar	None	20,000/-	0	20,000/-
Total		60,000/-	0	60,000/-

9. DISCLOSURES

- The Company has not entered into any materially significant related party transaction with any related party that may have potential conflict with the interest of the Company at large.

- SBIRI/BIRAC: A loan of Rs. 409 lacs was availed out of total sanctioned amount of Rs.567 lacs from SBIRI in 2010 for developing and manufacturing Orlistat. Since the product could not achieve the final quality to get regulatory approval for marketing it and because of subsequent delays in attempts to get it marketable quality, the demand for this particular product has almost disappeared. Therefore, the loan amount became repayable with penal interest at the rate of 12%/pa. BIRAC has raised a demand for payment of Rs. 5,00,73, 313.42.
- The Company has complied with all requirements of corporate governance report of sub-paras (2) and (10) of the Part C of Schedule V of the Listing Regulations. The Company has also submitted to the Exchanges periodical compliance reports on corporate governance within the prescribed period.
- 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.

10. MEANS OF COMMUNICATION

The company publishes its quarterly results in the Regional vernacular News Paper and National Newspaper.

The company has a website www.transgenebiotek.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@transgenebiotek.com.

11. AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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

— — — — —

SHAREHOLDERS' INFORMATION

A	Registered Office	Plot No. 69 & 70 ,IDA Bollaram, Sangareddy District. TS.
B	Annual General Meeting	
	Date & Time	30th September 2022 at 10.00 AM
C	Financial Calendar	
	Financial Reporting for	
	Quarter ending June 30, 2021	14 th August 2021,
	Quarter ending September, 30 2021	12 th November 2021
	Quarter ending December, 31 2021	14 th February 2022
	Quarter ending March 31, 2022	30 th May 2022
	Annual General meeting for FY ended 31 st March 2022	30 th September 2022
D	Date of Book Closure	26 th September 2022 to 29 th September 2022
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.
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	Stakeholders Relationship Committee	The Stakeholders Relationship Committee generally meets once in a fortnight.
L	Investor Relations	The Company has been maintaining good investor relations.

M) Distribution of shareholding as on 31st March 2022

Share Holder or Debenture Holding of nominal Value of		Share Holder or Debenture Holding of nominal Value of		Share / Debenture Amount	
Rs.	Rs.	Number	% of Total	Number	% of Total
(1)	(2)	(3)	(4)	(5)	(6)
Upto - 5000		7463	64.10	1170508	1.55
5001 - 10000		1345	11.55	1182400	1.56
10001 - 20000		914	7.85	1490987	1.96

20001	-	30000	414	3.56	1087656	1.44
30001	-	40000	202	1.73	732253	0.97
40001	-	50000	297	2.56	1434919	1.89
50001	-	100000	416	3.57	3252878	4.30
100001	and	above	591	5.07	65418399	86.33
TOTAL			11642	100.00%	75770000	100%
N	Dematerialisation of shares and liquidity		As on 31 st March, 2022 out of the total shareholding of 7,57,70,000 equity shares. 6,54,25,445 equity shares representing 86.34% of equity shares are in dematerialised form.			
O	Particulars of Past Three AGMs					
AGM	Year	Venue	Date		Time	
31 st	2021	Through Video Conferencing / Other Audio - Visual Means (OAVM)	30 th September 2021		10.00 A.M.	
30 th	2020	Through Video Conferencing / Other Audio - Visual Means (OAVM)	30 th September 2020		11.00 A.M.	
29 th	2019	ICSI Centre of Excellence, Survey No. 1, UDA Uppal, Genpact Software Company Road, Uppal, Hyderabad 500 039, Telangana	30 th September 2019		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	Nominat ion 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.				

R. SHAREHOLDING PATTERN FOR THE QUARTER ENDED: 31.03.2022

Sl. no	Category	No. of Shares held	Percentage Of Shareholding
(a)	Promoter's Holding		
1	Promoters <u>Indian Promoters:</u>	16427902	21.68%
	<u>Foreign Promoters:</u>	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
4	Mutual Funds and UTI(Govt. Financial Institutions)	NIL	NIL
5	Banking, Financial Institutions / Insurance Companies (Central /State Government Institutions / Non-Government Institutions)	00	0.00
6	Foreign Institutional Investor	NIL	NIL
	Sub-Total	0	0
	Public Share Holding – Non-Institutions		
7	Others		
a.	Private corporate Bodies	501831	0.66%
b.	Indian Public	51738642	68.28%
c.	NRIs/OCBs	792398	1.04%
d.	Any other (Clearing Member)	38557	0.06%
e.	GDR	6270000	8.28
F	Trusts	670	0.00
	Sub-Total	59342098	78.32
	Grand Total	75770000	100.00 %

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. 69 & 70 IDA Bollaram,
Sangareddy District. TS

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

TRANSGENE BIOTEK LIMITED

Plot No. 69 & 70, IDA Bollaram,
Sangareddy District, TS
Ph. No: 08458-293434
Email: info@transgenebiotek.com

DIRECTORS RESPONSIBILITY STATEMENT

:

1. We were informed by BIRAC in its email dated 7th July 2022 that failing to pay the outstanding amount may take the company towards initiation of CIRP proceedings against the company.
2. We have reviewed the financial statements and the cash flow statement for the year ended **31st March 2022** 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.
3. 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.
4. 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.
5. 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. Manisha Dubey & Associates, Chartered Accountants, Hyderabad, the Statutory Auditors of the Company.

By the Order of the Board
For TRANSGENE BIOTEK LIMITED

Sd/-

PLACE: HYDERABAD
DATE: 13-08-2022

Dr. K. KOTESWARA RAO
CHAIRMAN & MANAGING DIRECTOR

CODE OF CONDUCT DECLARATION

Pursuant to 15(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 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, 2022**.

By the Order Of the Board
For TRANSGENE BIOTEK LIMITED

Sd/-

PLACE: HYDERABAD
DATE: 13-08-2022

Dr. K. KOTESWARA RAO
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE TO THE REPORT OF THE DIRECTORS
AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

Independent Auditor's Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015.

To
The Members
M/s. Transgene Biotek Limited

Managements' Responsibility

The Corporate Governance Report prepared by Transgene Biotek Limited ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations")('applicable criteria') with respect to Corporate Governance for the year ended **March 31st 2022**. This certificate is required by the company for annual submission to the Stock Exchange and to be sent to the shareholders of the Company.

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of accounts and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Controls for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Listing Regulations during the year ended March 31, 2022.

We state that such compliance is neither an assurance as to the future viability of the Company or the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Manisha Dubey & Associates**

Chartered accountants,

Firm Registration No. 010114S

Sd/-

Manisha Dubey

Proprietor

M.No. : 212664

Place: Hyderabad

Date: 30-05-2022

UDIN -22212664AJWDTN7867

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of 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, 2022**, as stipulated in Clause 15(2) of SEBI (Listing Obligations and Disclosures Requirements) 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 15(2) of SEBI (Listing Obligations and Disclosures Requirements).

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 Manisha Dubey & Associates
Chartered accountants,
Firm Registration No. 010114S

Sd/-

Manisha Dubey
Proprietor
M.No. : 212664

Place: Hyderabad
Date: 30-05-2022

UDIN - 22212664AJWDTN7867



GEETA SERWANI & ASSOCIATES
PRACTICING COMPANY SECRETARY
401, 10-3-171, Sri Ranga Apartments, Opp. Keyes High School,
St. Johns Road, Secunderabad - 500025.
Contact no. 8885536949.
E- MAIL ID - gserwani2@gmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
M/s. **Transgene Biotek Limited**
CIN : L85195TG1990PLC011065

I, Geeta Serwani, Proprietor of M/s. Geeta Serwani and Associates, Practicing Company Secretary have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **Transgene Biotek Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion , the Company has during the audit period covering the financial year ended on **March 31, 2022** 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 extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2022** according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 1992 (' SEBI Act');The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable**
- (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999; **Not Applicable**
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (e) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**
- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable**

I have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Industry specific major Acts as applicable to the Company are complied.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

I further report that 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 composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that -

1. The Company is not regular in remitting undisputed statutory dues to the respective departments.
2. As per SEBI (LODR) Regulations, 2015 – Regulation No. 13, 22 and 23, policies for Grievance Redressal Mechanism, Vigil mechanism and Related party transactions are not framed.
3. As per SEBI (LODR) Regulations, 2015 – Regulation No. 30 and 47, the company has not given the public notices to publish the information in the newspaper
4. As per SEBI (LODR) Regulations, 2015 – Regulation No. 23, 30, 34, 46, the information's are not available /updated on the website of the company.
5. Statutory registers as per Companies act, 2013 are not provided for review.
6. Brief on SEBI and GDR issue:
 - 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 conducted 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, restraining the Company from issuing any securities. The Company has appealed against the said order. 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 provisions of the Foreign Exchange Management Act as well as GDR approval conditions.
 - On August 28th 2019 SEBI has issued its final order against Ref No WTM/AB/EFD- 1/DRA-4/18/2019-20 confirming its ban on the company to access Securities Market in what so ever manner. Also it directed the company to recover GDR proceeds through its ongoing various measures within one year from the date of its order.
 - Representation was given by Dr K Koteswar Rao to SEBI on 22nd Aug 2020 requesting therein extension of time period to bring back the money, as directed in para 49(a) of the order, because the recovery of GDR funds have been completely blocked due to global lockdown as a result of global COVID-19 pandemic.
 - SEBI considered the same representation and issued a revised order Further on August 31st 2020 revised order no WTM/AB/EFD-1/DRA-4/08/2020-21 dated 31st Aug 2020 directing the company to recover GDR proceeds through its ongoing various measures within one year from the date of its order.

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.

Geeta Serwani & Associates
(Practicing Company Secretary)

Sd/-

(Geeta Serwani)

Proprietor

FCS: 8991, COP: 8842

Place : Hyderabad

Date : 13.08.2022

UDIN - F008991D000792917

Note: This report is to be read with letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

‘Annexure A’

To
The Members
Transgene Biotek Limited

The Report of even date is to be read along with this letter.

- 1.) Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit. My examination was limited to verification of procedure on test basis.
- 2.) I have followed the Audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are recorded in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
- 3.) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4.) Wherever required I have obtained the management representation about the Compliance of Law, rules and Regulations and happening of events etc.
- 5.) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Geeta Serwani & Associates
(Practicing Company Secretary)

Sd/-
(Geeta Serwani)
Proprietor
FCS: 8991
COP: 8842

Place : Hyderabad

Date : 13.08.2022
UDIN - F008991D000792917

FormNo.MGT-9**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2022**

[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. 69 & 70, Anrich Industrial Area, Bollaram, Sangareddy 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

Principal activities of the company during the year 2021-22 revolved around production and oral formulation of different proteins using TrabiORAL technology.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	Transgene HK Limited	1660959	Subsidiary	100	129
2.	Peroral Bio Private Limited	U24230TG2020PTC147169	Subsidiary	100	129

I. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i. Category-wise Share Holding									
Category of	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year				% Change during	
Shareholders	31-03-2021			31-03-2022				the year	
	Demat	Physical	Total	% of Total Shares	Dem at	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
	6427902	10000000	16427902	21.68	6427902	10000000	16427902	21.68	0
Sub-total(A)(1):-									
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	897	0	897	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	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) FIIs	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
	897	0	897	0	897	0	897	0	0
Sub-total (B)(1)									
2. Non Institutions									
a) Bodies Corp.	684960	0	684960	0.99	487595	0	487595	0.70	0.29
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	11889078	148044	12037122	15.89	1,25,32,488	149164	12681652	18.25	-2.36
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	36986112	196511	37182623	53.5	3,69,38,428	195391	37133819	53.43	0.07
c) Others(Specify)									
i)Non Resident	826153	0	826153	1.19	803868	0	803868	1.16	0.03

Indians									
ii) Clearing Members	355975	0	355975	0.47	37801	0	37801	0.05	0.42
iii) Trusts	670	0	670	0	670	0	670	0	0
iv) HUF	1983698	0	1983698	2.62	1926693	0	1926693	2.77	-0.15
Sub-total (B)(2)	52726646	344555	53071201	70.04	52727543	344555	53072098	76.36	-1.7
Total Public Shareholding (B)=(B)(1)+(B)(2)	52727543	344555	53072098	70.04	52728400	344555	5302995	76.36	-1.7
C. Shares held by Custodian for GDRs & ADRs	6270000	0	6270000	8.28	6270000	0	6270000	8.28	0
Grand Total (A+B+C)	65425445	1034455	75770000	100	65425445	1034455	75770000	100	0

i. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	
1.	Dr Koteswara Rao	15211902	20.07	0	15211902	20.07	0	0
2.	Mrs K Nirmala Rao	1192000	1.57	0	1192000	1.57	0	0
3.	Mr K Srinivas	24000	0.03	0	24000	0.03	0	0
	Total	16427902	21.68	0	16427902	21.68	0	0

ii. *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):	Nil	Nil	Nil	Nil
	At the End of the year	16427902	21.68	16427902	21.68

IV. 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	439.22	693.77		1132.99
i) Principal Amount	Nil	Nil	-	Nil
ii) Interest due but not paid	Nil	Nil		Nil
iii) Interest accrued but not paid				
Total (i+ii+iii)	439.22	693.77	-	1132.99
Change in Indebtedness during the financial year				
- Addition	22.68	--	-	22.68
- Reduction	--	552.01		552.01
Net Change	22.68	552.01	-	574.69
Indebtedness at the end of the financial year				
i) Principal Amount	461.89	141.47		603.36
ii) Interest due but not paid	Nil	Nil	-	Nil
iii) Interest accrued but not due	Nil	Nil		Nil
Total (i+ii+iii)	461.89	141.47	-	603.36

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration		
		K. Koteswara Rao – MD	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) Profit in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...Sitting fee	Nil	NIL
5.	Others, please specify	NIL	NIL
6.	Total(A)	Nil	Nil
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration Independent Directors	Santosh Kumar	Sujana Kadium	Swetha Marri	Total Amount
	·Fee for attending board meetings ·Committee Meetings ·Others, please specify	20,000	20,000	20,000	60,000
	Total(1)	20,000	20,000	20,000	60,000
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify				Nil
	Total(2)				
	Total(B)=(1+2)				60,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

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

Sl. 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)Profit in lieu of salary under section 17(3) Income-tax Act, 1961		Not Applicable	Not Applicable	
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...		Not Applicable		
5.	Others, please specify				
6.	Total				

VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	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					

INDEPENDENT AUDITOR'S REPORT STANDALONE

TO
THE MEMBERS,

TRANSGENE BIOTEK LIMITED

Report on the Audit of Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of M/s. Transgene Biotek Limited ("The Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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 including the Ind AS, of the financial position of the Company as at 31st March, 2022 and its financial performance including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the Standalone financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the Standalone financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

The Key Audit Matters	How our Audit addressed the key audit matter
<p>SEBI ENQUIRY & ITS STATUS</p> <p>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 conducted 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, retraining the Company from issuing any securities. The Company has appealed against the said order.</p> <p>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 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.</p>	<p>Principal Audit procedures performed:</p> <ul style="list-style-type: none"> ➤ The documents made available to us, the management is seriously pursuing to recover GDR money. In this process they have appointed Lawyers internationally wherever the alleged parties involved in GDR scam are present. The case is forwarding in good speed. ➤ Further on August 28th 2019 SEBI has issued its final order against Ref No WTM/AB/EFD-1/DRA-4/18/2019-20 confirming its ban on the company to access Securities Market in what so ever manner. Also it directed the company to recover GDR proceeds through its ongoing various measures within one year from the date of its order. ➤ A Representation was given by Dr K Koteswar Rao to SEBI on 22nd Aug 2020 requesting therein extension of time period to bring back the money, as directed in para 49(a) of the order, because the recovery of GDR funds have been completely blocked due to global lockdown as a result of global COVID-19 pandemic. ➤ SEBI considered the same representation and issued a revised order Further on August 31st 2020 revised order no WTM/AB/EFD-1/DRA-4/08/2020-21 dated 31st Aug 2020 directing the company to recover GDR proceeds through its ongoing various measures within one year from the date of its order. ➤ The Board has been informed that the required amount of UKP 20,000 is yet to be transferred to Candey, law firm at London due to paucity of funds. Once the amount is transferred to Candey and through Candey to SW at Zurich, another letter from a peer reviewed Chartered Accountant shall be sent to SEBI explaining ongoing efforts taken by Transgene and Dr Rao for recovering lost GDR funds. ➤ Notices to appear on May 10, 2022 through video in front of the Adjudication officer have been received by the company and its past directors connected with the GDR issue. Response letter has been sent, a copy of which is presented to the Board to keep it on record. Outcome from the adjudication proceedings shall be brought to the attention of the Board as and when it progresses. ➤ In the meantime, our petition to set aside SEBI Adjudication proceedings is still pending at the Hon'ble High Court of Telangana. ➤ All the compliances and instructions given by SEBI are being complied with like submission of certificates by PEER REVIEWED CA etc as and when asked for by the company.
<p>GDR Issue:</p> <p>There is an outstanding balance of Rs.2302.00 lakhs which pertains to advance given to a party out of the proceeds of GDR. The</p>	<ul style="list-style-type: none"> ➤ The company has been trying to recover this amount along with GDR proceeds from various parties as discussed above.

contention of the management is that the payments were made without Company's authorization or knowledge, the same was submitted to SEBI during their investigations. However, the Management as a prudent measure, made full provision for the amount, in the Books of Account considering the facts.	<ul style="list-style-type: none"> ➤ In our Audit procedure, we have verified the documents as relating the case and its advancement and assessed management's claim on the same. ➤ However we are unable to opine whether this amount is recoverable or not as we are unable to obtain confirmation from the concerned party.
INVESTMENTS:	
<p>Under the head Investment, an amount of Rs. 9220.10 Lakhs is made in Wholly owned subsidiary company viz. Transgene Biotech HK Limited.</p> <p>As the subsidiary is not in operations, the books of accounts have not been audited since many years along with FY 2021-22.</p> <p>As this amount may not be recoverable, as a prudent measure, management made full provision in the books of account considering the above development.</p> <p>Under the head investments, an amount of Rs. 0.99 Lakhs is made in Wholly owned subsidiary company PerOral Bio Private Limited which was incorporated on 23.12.2020.</p>	<ul style="list-style-type: none"> ➤ 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. ➤ There are no much significant transactions incurred in this subsidiary company between the date of incorporation to financial year ending.

Information Other than the Standalone Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including annexures thereto, Business Responsibility Report, Governance and shareholder's information but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditors as furnished to us, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also include maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and

application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error,

In preparing the Standalone financial statements, management is responsible for assessing the company ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Financial statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the Magnitude of misstatements in the standalone financial statements, that individually or in aggregate, makes it probable that the economic decisions of a reasonably Knowledgeable user of the financial statements may be influenced, We consider quantitative materiality and qualitative matters in (i) planning the scope of our audit work and in evaluating the result of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by Section 143(3) of the Act, we report to the extent applicable, that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- a. In our opinion proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
- b. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained.
- c. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- d. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- e. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

- f. With respect to the other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the Act, as amended:
- a. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements
- II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- III. There has been no delay in transferring amounts, required to be transferred to the investor Education and Protection fund by the company.

As required by the companies (Auditor's Report) Order, 2016("the order"), issued by the central Government in terms of section 143 (11) of the Act, we give in "Annexure-B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For MANISHA DUBEY & ASSOCIATES
Chartered Accountants
Firm Registration No. 010114S
Sd/-

Manisha Dubey
Proprietor
MRN: 212664

PLACE : HYDERABAD
DATE : 30-05-2022

UDIN: 22212664AJWDTN7867

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s. TRANSGENE BIOTEK LIMITED as on March 31, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MANISHA DUBEY & ASSOCIATES
Chartered Accountants
Firm Registration No. 010114S
Sd/-

ManishaDubey
Proprietor
MRN: 212664

PLACE : HYDERABAD
DATE : 30-05-2022

UDIN : 22212664AJWDTN7867

ANNEXURE - B TO THE AUDITORS' REPORT

Annexure referred to in paragraph 3 and 4 of the Independent Auditor's Report of even date of TRANSGENE BIOTEK LIMITED, Hyderabad on the Standalone Financial Statements for year ended March 31, 2022:

- 1) In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state the following:
 - 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.
 - b. All the assets have been physically verified by the management during the year and there is a regular program 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.
 - c. According to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds/lease deeds of immovable properties included in Property, Plant and Equipment are held in the name of the Company.

2) Inventory:

- a. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - 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.
 - 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.
- 3) As informed to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Thus clause (iii) of Companies (Auditor's Report) Order, 2016 is not applicable.
 - 4) As informed to us, the Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under section 185 and 186 of the Act. Therefore, clause (iv) of Companies (Auditor's Report) Order, 2016 is not applicable.

- 5) According to the information and explanations given to us, the Company has not 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. Hence clause (v) of Companies (Auditor's Report) Order, 2018 is not applicable.
- 6) The central government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the company. Thus clause (vi) of Companies (Auditor's Report) Order, 2018 is not applicable
- 7) a) The company is not regular in depositing undisputed statutory dues. The amount of arrears, as at 31st March, 2022 outstanding for a period of more than six months from the date they became payable are as mentioned below:

• Income tax Provision (Asst year 2009-2010)	Rs.7.61 lakhs,
• Income Tax Provision (Asst Year 2011-2012)	Rs.3.86 lakhs,
• Income Tax Demand (Asst Year:2009-2010)	Rs.2.43 Lakhs
• Income Tax Demand (Asst Year:2013-2014)	Rs.73.36 Lakhs
• The nature of Income tax in TDS	Rs. 3.81 lakhs,
• ESI Payable	Rs. 0.038 Lakhs
• PT Payable	Rs. 0.984 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:

Nature of Dues	Amount(Rs)	Period	From where dispute is pending
Customs Duty demand raised for Non- fulfillment of Export Obligation	59.37 lakhs	2002	CESTAT, Chennai
Service Tax liability due to difference of opinion on classification of service	76.15 lakhs	2011-12	Chief Commissioner of Customs, Excise & Service, Hyderabad
Service Tax liability due to difference of opinion on classification of service	7.36 lakhs	2010-11	Chief Commissioner of Customs, Excise & Service, Hyderabad

- 8) The company does not have any outstanding dues to financial institutions, banks or debenture holders during the year. Thus clause (viii) of Companies (Auditor's Report) Order, 2016 is not applicable.
- 9) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Thus clause (ix) of the Companies (Auditor's Report) Order, 2016 is not applicable.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

- 11) According to the information and explanations given to us the company has not provided for any managerial remuneration as mandated under the provisions of Section 197, read with Schedule V of the act.
- 12) As the company is not a Nidhi Company and the Nidhi Rules 2014 are not applicable to it, the provisions of clause (xii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- 13) In our opinion and according to the information and explanations given to us, the company has not entered into any transaction with the related parties. Thus clause (xiii) of Companies (Auditor's Report) Order, 2016 is not applicable.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully convertible debentures during the year. Accordingly, the clause (xiv) of Companies (Auditor's Report) Order, 2016 is not applicable.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Thus clause (xv) of Companies (Auditor's Report) Order, 2018 is not applicable.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For MANISHA DUBEY & ASSOCIATES
Chartered Accountants
Firm Registration No. 010114S

Sd/-

Manisha Dubey
Proprietor
MRN: 212664

PLACE : HYDERABAD
DATE : 30-05-2022
UDIN: 22212664AJWDTN7867

TRANSGENE BIOTEK LIMITED
Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325
Standalone Audited Balance sheet as at 31-03-2022

Amount in Rs.

PARTICULARS	Note No	As at 31 March 2022	As at 31 March 2021
ASSETS			
NON-CURRENT ASSETS			
(a) Property, plant and equipment	3	18,467,547	20,294,953
(b) Right of Use Assets		-	-
(c) Capital work-in-progress		-	-
(d) Investment Properties		-	-
(e) Goodwill		-	-
(f) Other intangible assets	4	95,503,182	192,919,335
(g) Intangible assets under development	4	18,676,633	18,676,633
(h) Biological Assets Other Than Bearer Plants		-	-
(i) Financial assets			
(i) Investments	5A	1,050,140	99,990
(ii) Trade Receivables		-	-
(iii) Loans	5B	230,204,250	230,204,250
(iv) Other Financial Assets		-	-
(j) Deferred Tax Assets (Net)		-	-
(k) Other non-current assets	6A	1,397,088	1,378,696
SUB-TOTAL		365,298,840	463,573,857
CURRENT ASSETS			
(a) Inventories	7	946,220	205,100
(b) Financial assets			
(i) Investments		-	-
(ii) Trade Receivables		-	-
(iii) Cash and cash equivalents	8	56,849	51,288
(iv) Bank Balances other than (iii) above	8	94,378	90,455
(v) Loans		-	-
(vi) Other Financial Assets		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	6B	5,803,058	6,013,088
SUB-TOTAL		6,900,505	6,359,931
Non-Current Assets Classified as Held for Sale		-	-
TOTAL ASSETS		372,199,345	469,933,788
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	9	757,700,000	757,700,000
Other equity	10	(759,670,206)	(711,061,972)
SUB-TOTAL		(1,970,206)	46,638,028
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	11	47,689,968	45,422,168
(ii) Trade Payable		-	-
(iii) Other financial liabilities		-	-
(b) Provisions	12A	230,204,250	230,204,250
(c) Deferred tax liabilities (net)		-	-
(d) Other non-current liabilities	13A	5,261,643	7,015,523
SUB-TOTAL		283,155,861	282,641,941
CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Borrowings	14	72,466,000	67,877,576
(ii) Trade payables	15	2,027,760	2,395,852
(iii) Other financial liabilities		-	-
(b) Provisions	12B	14,147,676	69,349,390
(c) Other current liabilities	13B	2,372,254	1,031,002
(d) Current tax liabilities (net)		-	-
SUB-TOTAL		91,013,690	140,653,820
TOTAL EQUITY AND LIABILITIES		372,199,345	469,933,788
Corporate information and significant accounting policies	1 & 2		
The accompanying notes form an integral part of the Consolidated financial statements			

The Accompanying notes are an integral part of Financial statements.

As per our report of even date

For **MANISHA DUBEY & ASSOCIATES**

Chartered Accountants

FRN:010114S

Sd/-

(MANISHA DUBEY)

Proprietor

MRN:212664

UDIN:22212664AJWDTN7867

Place: Hyderabad

Date: 30-05-2022

For and on behalf of the Board of Directors

M/s TRANSGENE BIOTEK LIMITED

Sd/-

Sd/-

Dr.K Koteswara Rao

Chairman & Managing Director

DIN:02287235

Sujana Kadiam

Director

DIN:07167872

TRANSGENE BIOTEK LIMITED
Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325
Standalone Statement of Profit and Loss for the year ended 31-03-2022

Amount in Rs.

Particulars	Notes	For the Year ended 31 March 2022	For the Year ended 31 March 2021
Continuing Operations			
I Revenue from operations	16	866,949	1,695,499
II Other income	17	2,125,324	2,668,984
III Total Revenue (I + II)		2,992,273	4,364,483
IV EXPENSES			
(a) Cost of materials consumed	18	(462,132)	608,280
(b) Purchases of Stock-in-trade		-	-
(c) Changes in stock of finished goods, WIP and stock-in-trade		-	-
(d) Employee benefits expense	19	2,878,842	2,459,236
(e) Finance costs	20	2,267,800	2,662,723
(f) Depreciation and amortisation expense	21	99,243,560	99,080,463
(g) Impairment expenses/losses		-	-
(h) Other expenses	22	3,084,248	3,885,247
Total expenses		107,012,318	108,695,949
V Profit/(loss) before exceptional items and tax (III - IV)		(104,020,045)	(104,331,466)
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V - VI)		(104,020,045)	(104,331,466)
VIII Tax Expense			
(1) Current tax		-	-
(2) Deferred tax		-	-
Total tax expense		-	-
IX Profit/(loss) after tax from continuing operations (VII-VIII)		(104,020,045)	(104,331,466)
X Other comprehensive income			
A Items that will not be recycled to profit or loss		-	-
B Items that may be reclassified to profit or Loss		-	-
XII Total other comprehensive income		-	-
Total comprehensive income for the period (IX +XII)		(104,020,045)	(104,331,466)
Earnings per equity share			
Basic (in Rs.)		(1.37)	(1.38)
Diluted (in Rs.)		(1.37)	(1.38)

The Accompanying notes are an integral part of Financial statements.
As per our report of even date

For MANISHA DUBEY & ASSOCIATES
Chartered Accountants
FRN:0101145

For and on behalf of the Board of Directors
M/s TRANSGENE BIOTEK LIMITED

Sd/-
(MANISHA DUBEY)
Proprietor
MRN:212664
UDIN:22212664AJWDTN7867
Place: Hyderabad
Date: 30-05-2022

Sd/-
Dr.K K Koteswara Rao
Chairman & Managing Director
DIN:02287235

Sd/-
Sujana Kadium
Director
DIN:07167872

TRANSGENE BIOTEK LIMITED**Standalone Statement of changes in equity for the year ended 31 March 2022****A. Equity Share capital**

Amount in Rs.

Particulars	Number of Shares	Amount
As at 1 April 2020	75,770,000	757,700,000
Changes in equity share capital during the year	-	-
As at 31 March 2021	75,770,000	757,700,000
Changes in equity share capital during the year	-	-
As at 31 March 2022	75,770,000	757,700,000

B. Other Equity**Reserves and Surplus****Items of OCI**

Particulars	Securities premium reserve	Warrants Forfeiture reserves	Capital Redemption Reserve	Retained earnings	Other items of other comprehensive income	Total
As at 31 March 2021	1,388,092,501	12,250,000	72,473,902	(2,183,878,375)	-	(656,079,860)
Profit for the year	-	-	-	(104,020,045)	-	(104,020,045)
Provisions W/o adjusted (See Note)	-	-	-	55,411,811	-	55,411,811
As at 31 March 2022	1,388,092,501	12,250,000	72,473,902	(2,232,486,609)	-	(759,670,206)

Note: The appeal filed against the Income tax demand for FY 2011-12 (AY 2012-13) has been accepted and demand has been nullified by the department with order No ITA No.888/Hyd/2018 dated 24/08/2021. The provision has been created through Retained earnings in previous years hence reversed it through the same.

The Accompanying notes are an integral part of Financial statements.

As per our report of even date

For MANISHA DUBEY & ASSOCIATES

Chartered Accountants

FRN:010114S

Sd/-

(MANISHA DUBEY)

Proprietor

MRN:212664

UDIN:22212664AJWDTN7867

Place: Hyderabad

Date: 30-05-2022

For and on behalf of the Board of Directors

M/s TRANSGENE BIOTEK LIMITED

Sd/-

Dr.K K Koteswara Rao

Chairman & Managing Director

DIN:02287235

Sd/-

Sujana Kadiam

Director

DIN:07167872

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Standalone Statement of Cash Flows for the year ended 31-03-2022

Particulars	Year ended 31/03/2022	Year ended 31/03/2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	(104,020,045)	(104,331,466)
<u>Adjustments for :</u>		
Depreciation and amortisation expense	99,243,560	99,080,463
Finance costs	2,267,800	2,662,723
Amortisation of government grant	(1,753,880)	(1,753,880)
Supplier Advances Written off	-	-
Liabilities / provisions no longer required written back	-	-
Bad debts written off	-	-
Profit or loss on sale of Fixed asset	-	-
Other Non cash Expenses	-	-
Operating profit before working capital changes	(4,262,565)	(4,342,160)
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Other non-current assets	(18,392)	(399,947)
Other Current assets	210,030	(53,627)
Inventories	(741,120)	179,212
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	(368,092)	(1,400,100)
Provision (CL)	210,097	(552,397)
Borrowing (CL)	4,588,424	7,369,278
Other current liabilities	1,341,252	(674,580)
Cash generated from operations	959,634	125,679
Net income tax paid	-	-
Net cash flow from operating activities (A)	959,634	125,679
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets, including capital advances	-	(273,851)
Investments in subsidiary	(950,150)	(99,990)
Net cash (used in) / flow from investing activities (B)	(950,150)	(373,841)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Payment of Borrowing	-	-
Net cash flow (used in) financing activities (C)	-	-
Net (decrease) in Cash and cash equivalents (A+B+C)	9,484	(248,162)
Cash and cash equivalents at the beginning of the year	141,743	389,905
Effect of exchange differences on translation of foreign currency Cash and cash equivalents	-	-
Cash and cash equivalents at the end of the year	151,227	141,743

As per our report of even date

For MANISHA DUBEY & ASSOCIATES

Chartered Accountants

FRN:010114S

For and on behalf of the Board of Directors

M/s TRANSGENE BIOTEK LIMITED

Sd/-

(MANISHA DUBEY)

Proprietor

MRN:212664

UDIN:22212664AJWDTN7867

Place: Hyderabad

Date:30-05-2022

Sd/-

Dr.K K Koteswara Rao

Chairman & Managing Director

DIN:02287235

Sd/-

Sujana Kadium

Director

DIN:07167872

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

3. Property, plant and equipment and capital work -in-progress

Description of Assets	Freehold land	Buildings	Buildings temporary	Computers	Plant and equipment	Office equipment	Furniture and fixtures	Electrical installations	Vehicles	Total
I. Cost or deemed cost										
Balance as at April 1, 2021	655,796	34,019,720	68,163	1,875,513	77,887,025	18,576,575	922,627	10,533,529	635,801	145,174,749
Additions										-
Disposals										-
Additions through business combination										-
Foreign currency translation adjustments										-
Balance as at March 31, 2022	655,796	34,019,720	68,163	1,875,513	77,887,025	18,576,575	922,627	10,533,529	635,801	145,174,749
II. Accumulated depreciation										
Balance as at 1 April, 2021	-	21,800,760	68,163	1,748,638	71,784,266	17,652,518	848,013	10,369,970	607,468	124,879,796
Depreciation expense for the year	-	712,159	-	36,662	724,684	333,464	-	20,436		1,827,405
Acquisitions through business combinations										-
Eliminated on disposal of assets									-	-
Foreign currency translation adjustments										-
Balance as at March 31, 2022	-	22,512,919	68,163	1,785,300	72,508,950	17,985,982	848,013	10,390,406	607,468	126,707,201
Carrying Amount										
III. Carrying Amount										
Balance as at March 31, 2021	655,796	12,218,960	-	126,875	6,102,759	924,057	74,614	163,559	28,333	20,294,953
Balance as at March 31, 2022	655,796	11,506,800	-	90,213	5,378,075	590,593	74,614	143,123	28,333	18,467,547

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

4 Intangible assets

Description of Assets	Intellectual Property Rights	Technology	Total Intangible Asstes	Intangible Under Development
I. Cost or deemed cost				
Balance as at April 1, 2021	756,803	930,118,554	930,875,357	18,676,633
Additions	-	-	-	
Disposals	-	-	-	
Additions through business combination	-	-	-	
Foreign currency translation adjustments	-	-	-	
Balance as at March 31, 2022	756,803	930,118,554	930,875,357	18,676,633
II. Accumulated depreciation				
Balance as at 1 April, 2021	200,374	737,755,648	737,956,022	-
Depreciation expense for the year	71,896	97,344,259	97,416,155	
Acquisitions through business combinations			-	
Eliminated on disposal of assets			-	
Foreign currency translation adjustments			-	
Balance as at March 31, 2022	272,270	835,099,905	835,372,175	-
Carrying Amount				
III. Carrying Amount				
Balance as at March 31, 2021	556,429	192,362,906	192,919,335	18,676,633
Balance as at March 31, 2022	484,533	95,018,649	95,503,182	18,676,633

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

5A. Investments

Particulars	As at	
	March 31, 2022	March 31, 2021
A. Non-current investments		
Investment carried at cost		
(i) Equity instruments of Subsidiaries (unquoted) (Note 1)	922,009,728	922,009,728
(ii) Equity Investment in Wholly owned subsidiary (Note 2)	99,990	99,990
(ii) Equity Investment in a Company (Note 3)	950,150	-
Provision for Impairment	(922,009,728)	(922,009,728)
Total	1,050,140	99,990

Note 1: As per IND AS 110 Consolidated financial statements Subsidiary should either be measured at Cost or FVTPL (Fair Value Through Profit and Loss) Fair value of Investment in transgene HK as on 31st March 2020 is valued at zero as there were no transactions since three years.

There are no activities undertaken at the subsidiary since the year 2015-16.

The focus has not been lost regarding the irregularities committed through the account at Standard Chartered Bank, Singapore with efforts continuing for the recovery of funds transferred illegally from its account.

Note:2 Transgene Biotek Ltd has invested 99.99% equity share capital in M/s Peroral Bio Private Limited and it become the wholly owned subsidiary of Transgene from 23/12/2020.

Note 3: Transgene Biotek Ltd has invested 15% equity share capital in M/s Niedlfree Technologies Private limited from October 2021. Consolidation of financial statements does not include this company as it does not meet the criteria.

5B. Loans

Particulars	As at	
	March 31, 2021	March 31, 2020
Non - Current		
Loans to Others	-	-
Advances to Others	230,204,250	230,204,250
Total Non current Loans	230,204,250	230,204,250

Note : Includes payment made to M/s. Symetric Sciences Inc utilized out of GDR proceeds. Also Refer Schedule 13A, where 100% provision is made against such advances paid to the party on account of Non - Recoverability.

6. Other Non current and current assets

Particulars	As at	
6A. Non-current		
Balance with government authority	1,397,088	1,378,696
Total non-current assets	1,397,088	1,378,696
6B. Current:		
Balance with government authority	1,800	199,458
Other advances		
- Unsecured, considered good	5,801,258	5,813,630
Less: Allowance for bad and doubtful loans	-	-
Total current assets	5,803,058	6,013,088

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

7. Inventories

Particulars	As at	
	March 31, 2022	March 31, 2021
Current assets		
Inventories (lower of cost and net realisable value)		
- Raw materials	946,220	205,100
Total	946,220	205,100

8. Cash and Cash Equivalents

Particulars	As at	
	March 31, 2022	March 31, 2021
Balances with Banks in Current Accounts	94,378	90,455
Cash on hand	56,849	51,288
Total	151,227	141,743

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

9. Equity share capital

Particulars	As at	
	March 31, 2022	March 31, 2021
Authorised share capital:		
7,60,00,000 fully paid up equity shares of Rs. 10 each	760,000,000	760,000,000
Issued and subscribed capital:		
7,57,70,000 fully paid up equity shares of Rs. 10 each	757,700,000	757,700,000
Total	757,700,000	757,700,000

(A) Reconciliation of the number of shares outstanding:

Particulars	Number of shares	Amount
Balance at March 31, 2021	75,770,000	757,700,000
Additions/(Deletions)	-	-
Balance at March 31, 2022	75,770,000	757,700,000

(B) Details of shares held by each shareholder holding more than 5% shares

Name of the Shareholders	As at March 31, 2022		As at March 31, 2021	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
Dr. K. Koteswara Rao	16,427,902	22%	16,427,902	22%
Polavarapu Vikram	8,732,171	12%	8,732,171	12%
The Bank of New York Mellon, DR	6,270,000	8%	6,270,000	8%

(C) Rights, preferences and restrictions attached to equity shares :

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.

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

10. Other equity

Particulars	As at	
Retained earnings	(2,232,486,609)	(2,183,878,375)
Securities premium account	1,388,092,501	1,388,092,501
Capital Reserve	72,473,902	72,473,902
Warrants Forfeiture Reserve	12,250,000	12,250,000
Balance at end of year	(759,670,205)	(711,061,972)

11. Non-current borrowings

Particulars	March 31, 2022	As at March 31, 2021
Unsecured - at amortised cost		
Term loans		
from other parties (Refer Note(i) below)	1,500,000	1,500,000
Secured - at amortised cost		
Term loans		
from other parties (Refer Note(ii) below)	46,189,968	43,922,168
Total non-current borrowings	47,689,968	45,422,168

Notes:

i) Unsecured loans from others includes corporates

(ii) Term loan from other parties includes 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.

12. Provisions

Particulars	March 31, 2022	As at March 31, 2021
12A Non - Current (Refer Note (ii) Below)	230,204,250	230,204,250
12B Current (Refer Note (i) Below)	14,147,676	69,349,390
Total	244,351,926	299,553,640

Notes:

(i) Current Provisions include:

- Rs.54,15,526 of Statutory provisions payable for Employee Benefits
- Rs. 87,32,150 on account of IT Demands raised by IT Dept. with respect to AY 2010-11,11-12,13-14,19-20

(ii) Non Current Provisions include 100% provision made against payment made to M/s. Symetric Sciences Inc utilized out of GDR proceeds which is also disclosed as Advances to others under Loans in Note No. 5.

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

13. Other liabilities

Particulars	As at	
13A Non - Current		
Government grant	5,261,643	7,015,523
Total	5,261,643	7,015,523
13B Current		
Advance from customers	1,600,150	-
Statutory remittances	396,838	831,698
Others	375,266	199,304
Total	2,372,254	1,031,002

14. Current borrowings

Particulars	As at	
Unsecured - at amortised cost		
Loans from related parties	68,066,000	63,477,576
Loans from Others	4,400,000	4,400,000
Total	72,466,000	67,877,576

15. Trade Payables

Particulars	As at	
	March 31, 2022	March 31, 2021
Trade Payables - Current		
Dues to creditors other than micro enterprises and small enterprises	2,027,760	2,395,852
Total	2,027,760	2,395,852

Note :

Under Ind AS, certain financial assets and financial liabilities are measured at amortised cost which involves the application of effective interest method. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of the financial asset or financial liability. The interest unwinding is charged through profit and loss in subsequent period.

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

16. Revenue from operations

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale of services	866,949	1,695,499
Other operating revenue	-	-
Total	866,949	1,695,499

17. Other income (net)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Other non-operating income		
Amortisation of government grant	1,753,880	1,753,880
Liabilities & Provisions no longer required, written back	371,444	915,104
Miscellaneous income (net)	-	-
	2,125,324	2,668,984
Other gains and losses		
Gain on disposal of property, plant and equipment	-	-
	-	-
Total	2,125,324	2,668,984

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

18. Cost of materials consumed

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening stock	205,100	384,312
Add: Purchases	278,988	429,068
Less: Closing stock	946,220	205,100
	(462,132)	608,280

19. Employee Benefits Expense

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries and wages, including bonus	2,690,297	2,285,053
Contribution to provident and other funds	188,545	174,183
Staff welfare expenses	-	-
Actuarial Gain or loss	-	-
Total	2,878,842	2,459,236

20. Finance costs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense		
- Interest on bank overdrafts and loans	-	-
- Other interest expense	2,267,800	2,662,723
Total	2,267,800	2,662,723

21. Depreciation and amortisation expense

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of property, plant and equipment	1,827,405	2,036,259
Amortisation of intangible assets	97,416,155	97,044,204
Total	99,243,560	99,080,463

TRANSGENE BIOTEK LIMITED**Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325****Notes forming part of the financial statements****22. Other operating expenses**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Annual Custody fee	150,000	150,000
Audit fee	150,000	150,000
Bank charges	60	1,183
Directors sitting fees	75,000	70,000
Factory license fee	-	18,000
Packing Freight Outwards, Customs etc	1,500	28,123
Insurance	77,099	69,838
Interests & Penalties	23,166	47,192
Legal & professional charges	859,685	1,407,703
Listing Expenses	300,000	300,000
Marketing and advertising expenses	8,000	45,691
Miscellaneous expenses	24,701	60,051
Office Expenses	51,730	44,300
Patents application filing fees	210,490	109,600
Pollution Control charges	152,215	887,070
Postage & Courier	5,826	10,732
Power and fuel	139,029	137,709
Printing and stationery	250	13,400
Rates and taxes	274,734	13,700
Repairs to others	10,500	35,100
Internet Charges	8,881	-
Business Promotion Expenses	41,759	
E Voting Charges	72,237	
ROC filing charges	-	8,900
Telephone Expenses	24,545	34,694
Travelling and conveyance	28,800	20,239
Municipal Taxes	367,029	202,920
Website Expenses	27,012	19,102
TOTAL	3,084,248	3,885,247

Notes to the Standalone Financial Statements for the Year ended 31st March, 2022.

1. Corporate information:

M/s.Transgene Biotek Limited is a Public Limited Company ("The Company"). The Company is located in 69 & 70, Anrich Industrial Area, Bollaram, Sangareddy District, India and was incorporated on 1st March 1990 under the provisions of the Companies Act, 2013. The Company is in the business of Research & Development.

2. Significant accounting policies

Statement of Compliance

These financial statements are separate financial statements of the Company (also called standalone financial statements). The Company has prepared financial statements for the year ended March 31, 2022 in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) together with the comparative period data as at and for the year ended March 31, 2022.

Basis of preparation:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- i. Certain Non-Current & Current financial liabilities measured at amortized cost,

The Company's Financial Statements are presented in Indian Rupees (Rs.), which is also its functional currency.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fairvalue but are not fair value, such as net realisable value in Ind AS 2.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

a. Current V/s. non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ noncurrent classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Foreign currencies

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

c. Segment Reporting

The Company is currently operating only in one segment of Bulk Drugs, Segment Wise Reporting is not applicable as per IND AS 108.

d. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

i) Rendering of services

Revenue for the company is in the form of Research and Development services to external agencies which is recognised on formal acceptance by the agency which is in consistent with the abovementioned principle of revenue recognition.

e. Government grants

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

f. Property, plant and equipment

Under the previous GAAP (Indian GAAP), Freehold land and buildings (property), other than investment property, were carried in the balance sheet on the basis of carrying value as per previous GAAP as on date of balance sheet. The Company has elected to regard those values of property as deemed cost.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

- Building 60 years
- Temporary Building 3 years
- Computers 3 years
- Plant and equipment 15 years

- Electrical Equipments 10 years
- Furniture 8 years
- Office Equipment 5 years
- Vehicles 8 years
- Lab equipment 10 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

g. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as finite i.e., for a period of 10 years.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

h. Research and Development Expenditure

Research and Development Expenditure Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised.

i. Finance costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

All other borrowing costs are expensed in the period in which they occur.

j. Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

k. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes Cash on hand and other Balances with Banks in Current Accounts that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

l. 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 future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

m. Tax Expenses

In view of the current year loss and the losses accumulated in the previous years no liability on income tax is expected. As there is no certainty in utilizing the deferred tax asset, hence, the deferred tax asset has not been recognized in the books of accounts.

n. Employee benefits

i. Short-term employee benefit obligations

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Post-employment benefits

Defined Contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan

The Company operates a defined benefit gratuity plan and Leave Encashment in India for which provision has been for the year ended 31st March, 2021. The Company is not in practice of providing any other Defined Benefit Plan to the employees for the year ended 31st March, 2022.

o. Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown inequity as a deduction, net of tax, from the proceeds.

p. Earnings per share

i. Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the company
- By the weighted average number of Equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

q. Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The company has made 100% provision for the investment made in the Transgene BiotekHK Limited (Subsidiary) for Rs. 92,20,09,728/-. 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.

r. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the financial asset.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- i. The rights to receive cash flows from the asset have expired, or
- ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? And either
 - the Company has transferred substantially all the risks and rewards of the asset, or
 - the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

27. Contingent Liabilities:

- a. Contingent liabilities are not provided for in respect of

Particulars	2021-22	2020-21
(i) Customs duty demands disputed by the company	59,37,000	59,37,000
(ii) Claims against the company not acknowledged as debts	40,00,000	40,00,000

- a. Reference is made about the long standing case at CESTAT, Chennai and the Honourable Member Ms.SulekhaBeevi C.S passed an order on 25th May 2017 stating that "the matter is stayed by the Hon'ble High Court of Madras. Both sides have not been able to submit when the matters are likely to be disposed by the Hon'ble High Court. Viewed in this light, we are of the considered opinion that it would be appropriate and prudent to close the file for the purpose of statistics. Both sides are at liberty to file application before the Tribunal to reopen the matter as and when the case is disposed by the Hon'ble High Court or in the case of

change of circumstances." In view of the above order, no provision has been made in the current balance sheet but the management shall keep a cautious eye on the potential developments, if any and will act as per the requirements.

- b. During the year 2014-15 one of the employees 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. The management has been defending the claim hence, no amount is provided for in books of account for the same as the Company is not sure of the liability.
- a. During the year 2016-17 the Company had received notice u/s 263 from the Principal Commissioner of the Income Tax for the Assessment year 2012-13 for which the company has filed its arguments. The case has been set aside by the Commissioner and a fresh notice has been served by the department on this regard for which an appeal filed by the company at Income Tax Appellate Tribunal relating to a claim for a tax amount of Rs.5,97,00,943/- towards assessment year 2012-13 raised in 2014-15 wherein it was shown Forex gain being brought erroneously under income and profit, an order was passed on 24th August 2021 giving relief from the said IT demand for the AY 2012-13.
- c. The Department of Biotechnology has sanctioned a loan amount of Rs.4.07 Crores under Small Business Innovative Research Initiative (SBIRI) scheme currently called as BIRAC for the novel technology Upgradation for Orlistat production, for which a charge against movable and immovable assets acquired from utilization of the said loan amount has been created. An amount of Rs.30,06,135/- is demanded by SIBRI towards interest for which a provision has been made. However, the company has made a settlement offer to BIRAC. On a condition that such offer upon acceptance a offer of Rs. 20 Lakhs made, which was encashed during the financial year. However company is yet to receive any written acceptance towards their proposal.

28. Expenditure in Foreign Currency:

Foreign Exchange:	2021-22	2020-21
Foreign Exchange Inflow	Nil	15,65,499
Foreign Exchange Outflow	Nil	Nil

29. Auditor's Remuneration

Particulars	2021-22	2020-21
As Statutory Auditors	1,50,000	1,50,000
For Taxation Matters	-	-
Total	1,50,000	1,50,000

30. Related Party Disclosures

Related Parties:

a) Key Managerial Personnel:

Dr. K. KoteswaraRao: Managing Director

b) Relatives to Key Managerial Personnel:

K. LaxmidharRao: Son of Managing director
K.NirmalaRao: Wife of Managing director
K. SrinivasaRao: Son of Managing Director

c) Subsidiaries

Transgene Biotek HK Limited: Wholly Owned Subsidiary
Peroral Bio Private Limited: Wholly owned Subsidiary

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

K. KoteswaraRao:

Amount in Rs

Nature of Transaction	2021-22	2020-21
Advances received by the company	44,99,995.28	0.00
Amounts spent on behalf of the company	12410.00	0.00
Amount repaid by the company	0	71,000
	45,12,405.28	71,0000

31. Remuneration to Directors for the year ended 31.03.2021

Amount in Rs

Particulars	2021-22	2020-21
Salaries and Other Allowances		
Contribution to Provident fund		
TOTAL	-	-

32. Segment Reporting:

As the company has closed all the diagnostic centres and concentrating on Research & Development. Thus Reporting under segment is not applicable.

33. Earnings per Share (EPS):

Particulars	2021-22	2020-21
a) Profit/(Loss) attributable to equity shareholders	(10,40,20,045)	(10,43,31,466)
b) Weighted average number of equity shares at the end of the year	7,57,70,000	7,57,70,000
-Basic	7,57,70,000	7,57,70,000
-Diluted		
c) Earnings per Equity Share of Rs.10/- each		
-Basic	(1.37)	(1.38)
-Diluted	(1.37)	(1.38)

34. Standards issued and effective from 01st April, 2018

IND AS 115, Revenue from contracts with customers

In March 2018, the Ministry of Corporate Affairs has notified Ind AS 115, 'Revenue from Contracts with Customers', which effective for accounting is periods beginning on or after 1 April 2018. This comprehensive new standard will supersede existing revenue recognition guidance, and requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new standard also will result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element

arrangements Ind AS 115 is effective for annual reporting periods beginning on or after April 1, 2018. The Company intends to adopt Ind AS 115 effective April 1, 2018, using the modified retrospective method. The adoption of Ind AS 115 is not expected to have a significant impact on the Company's recognition of revenues.

35. Other Amendments to Indian Accounting Standards:

The Ministry of Corporate Affairs (MCA), on 28 March 2018, issued certain amendments to Ind AS. The amendments relate to the following standards:

Ind AS 21, The Effects of Changes in Foreign Exchange Rates - The amendment lays down the principle regarding advance payment or receipt of consideration denominated or priced in foreign currency and recognition of non-monetary prepayment asset or deferred income liability.

Ind AS 12, Income Taxes - The amendment explains that determining temporary differences and estimating probable future taxable profit against which deductible temporary differences are assessed for utilization are two separate steps and the carrying amount of an asset is relevant only to determining temporary differences.

Ind AS 28, Investments in Associates and Joint Ventures - The amendment clarifies when a venture capital, mutual fund, unit trust or similar entities elect to initially recognize the investments in associates and joint ventures.

Ind AS 112, Disclosure of Interests in Other Entities - The amendment clarifies that disclosure requirements for interests in other entities also apply to interests that are classified as Held for sale or discontinued operations in accordance with Ind AS 105.

Ind AS 40, Investment Property - The amendment clarifies when a property should be transferred to / from investment property. The amendments are effective 1 April 2018. The Company believes that the aforementioned amendments will not materially impact the financial position, performance or the cash flows of the Company

36. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

The areas involving critical estimates or judgements are:

- Estimated useful life of intangible asset.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

37. Financial Instruments

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (Unobservable inputs).

A. The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2022:

Description of Assets	As at 31 March 2022	Fair value measurement at the end of year using		
		Level 1	Level 2	Level 3
I. Assets	-	-		-
II. Liabilities				
Financial Liabilities				
(a) Borrowings	4,61,89,968		4,61,89,968	

B. The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2021:

Description of Assets	As at 31 March 2021	Fair value measurement at the end of year using		
		Level 1	Level 2	Level 3
I. Assets	-	-		-
II. Liabilities				
Financial Liabilities				
(a) Borrowings	4,39,22,168		4,39,22,168	

38. In the opinion of the Board of Directors of the company the value on realization of Current Assets in the ordinary course of business will not be less than the amount at which they have been stated in the Balance Sheet as on 31st March, 2021.

39. Balances of Creditors, Debtors & Advances as on 31st March 2021 are subject to confirmation from the parties concerned.

40. Previous year figures have been regrouped and rearranged wherever necessary.

41. The figures have been rounded off to the nearest Rupee.

For ManishaDubey& Associates
Chartered Accountants
F.R.N: 010114S

For and on behalf of the board
M/s. Transgene Biotek Limited

Sd/-

Sd/-

Sd/-

ManishaDubey
Proprietor
M.R.N: 212664
UDIN: **22212664AJWDTN7867**
Place: Hyderabad
Date: 30-05-2022

Dr. K. KoteswaraRao **Sujanakadiam**
Chairman & Managing Director Director
DIN: 02287235 DIN: 07167872

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS,
TRANSGENE BIOTEK LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **M/s. Transgene Biotek Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as the "Group"). which comprise the consolidated balance sheet as at March 31, 2022, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended Ind AS and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2022 the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

The Key Audit Matters	How our Audit addressed the key audit matter
SEBI ENQUIRY & ITS STATUS	
<p>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 conducted 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, restraining the Company from issuing any securities. The Company has appealed against the said order.</p> <p>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 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.</p>	<p>Principal Audit procedures performed:</p> <ul style="list-style-type: none"> ➤ The documents made available to us, the management is seriously pursuing to recover GDR money. In this process they have appointed Lawyers internationally wherever the alleged parties involved in GDR scam are present. The case is forwarding in good speed. ➤ Further on August 28th 2019 SEBI has issued its final order against Ref No WTM/AB/EFD-1/DRA-4/18/2019-20 confirming its ban on the company to access Securities Market in what so ever manner. Also it directed the company to recover GDR proceeds through its ongoing various measures within one year from the date of its order. ➤ A Representation was given by Dr K Koteswar Rao to SEBI on 22nd Aug 2020 requesting therein extension of time period to bring back the money, as directed in para 49(a) of the order, because the recovery of GDR funds have been completely blocked due to global lockdown as a result of global COVID-19 pandemic. ➤ SEBI considered the same representation and issued a revised order Further on August 31st 2020 revised order no WTM/AB/EFD-1/DRA-4/08/2020-21 dated 31st Aug 2020 directing the company to recover GDR proceeds through its ongoing various measures within one year from the date of its order. ➤ The Board has been informed that the required amount of UKP 20,000 is yet to be transferred to Candey, law firm at London due to paucity of funds. Once the amount is transferred to Candey and through Candey to SW at Zurich, another letter from a peer reviewed Chartered Accountant shall be sent to SEBI explaining ongoing efforts taken by Transgene and Dr Rao for recovering lost GDR funds. ➤ Notices to appear on May 10, 2022 through video in front of the Adjudication officer have been received by the company and its past directors connected with the GDR issue. Response letter has been sent, a copy of which is presented to the

	<p>Board to keep it on record. Outcome from the adjudication proceedings shall be brought to the attention of the Board as and when it progresses.</p> <p>➤ In the meantime, our petition to set aside SEBI Adjudication proceedings is still pending at the Hon'ble High Court of Telangana.</p> <p>➤ All the compliances and instructions given by SEBI are being complied with like submission of certificates by PEER REVIEWED CA etc as and when asked for by the company.</p>
GDR Issue:	
<p>There is an outstanding balance of Rs.2302.00 lakhs which pertains to advance given to a party out of the proceeds of GDR. The contention of the management is that the payments were made without Company's authorization or knowledge, the same was submitted to SEBI during their investigations. However, the Management as a prudent measure, made full provision for the amount, in the Books of Account considering the facts.</p>	<p>➤ The company has been trying to recover this amount along with GDR proceeds from various parties as discussed above.</p> <p>➤ In our Audit procedure, we have verified the documents as relating the case and its advancement and assessed management's claim on the same.</p> <p>➤ However we are unable to opine whether this amount is recoverable or not as we are unable to obtain confirmation from the concerned party.</p>
INVESTMENTS:	
<p>Under the head Investment, an amount of Rs. 9220.10 Lakhs is made in Wholly owned subsidiary company viz. Transgene Biotek HK Limited.</p> <p>As the subsidiary is not in operations, the books of accounts have not been audited since many years along with FY 2021-22.</p> <p>As this amount may not be recoverable, as a prudent measure, management made full provision in the books of account considering the above development.</p> <p>Under the head investments, an amount of Rs. 0.99 Lakhs is made in Wholly owned subsidiary company PerOral Bio Private Limited which was incorporated on 23.12.2020.</p>	<p>➤ 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.</p> <p>➤ There are no much significant transactions incurred in this subsidiary company between the date of incorporation to financial year ending.</p>

Information Other than the Consolidated Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance

and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's responsibilities for the audit of the Consolidated Financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not

detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences

of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Company as on March 31, 2022 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :

- i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the
- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For MANISHA DUBEY & ASSOCIATES
Chartered Accountants
Firm Registration No. 010114S

Sd/-
Manisha Dubey
Proprietor
MRN: 212664

PLACE : HYDERABAD
DATE : 30-05-2022

Annexure “A” to the Independent Auditor’s Report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting M/s TRANSGENE BIOTEK LIMITED (hereinafter referred to as “Company”) and its subsidiary companies as of that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MANISHA DUBEY & ASSOCIATES
Chartered Accountants
Firm Registration No. 010114S

Sd/-

Manisha Dubey
Proprietor
MRN: 212664

PLACE : HYDERABAD
DATE : 30-05-2022

TRANSGENE BIOTEK LIMITED
Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325
Consolidated Audited Balance sheet as at 31-03-2022

Amount in Rs.

PARTICULARS	Note No	As at 31 March 2022	As at 31 March 2021
ASSETS			
NON-CURRENT ASSETS			
(a) Property, plant and equipment	3	18,467,547	20,294,953
(b) Right of Use Assets		-	-
(c) Capital work-in-progress		-	-
(d) Investment Properties		-	-
(e) Goodwill		-	-
(f) Other intangible assets	4	95,503,182	192,919,335
(g) Intangible assets under development	4	18,676,633	18,676,633
(h) Biological Assets Other Than Bearer Plants		-	-
(i) Financial assets			
(i) Investments	5A	950,150	0
(ii) Trade Receivables		-	-
(iii) Loans	5B	1,329,024,004	1,329,024,004
(iv) Other Financial Assets		-	-
(j) Deferred Tax Assets (Net)		-	-
(k) Other non-current assets	6A	1,397,088	1,378,696
SUB-TOTAL		1,464,018,604	1,562,293,621
CURRENT ASSETS			
(a) Inventories	7	946,220	205,100
(b) Financial assets			
(i) Investments			
(ii) Trade Receivables	8A	84,460	84,460
(iii) Cash and cash equivalents	8B	56,849	51,288
(iv) Bank Balances other than (iii) above	8B	94,378	190,455
(v) Loans		-	-
(vi) Other Financial Assets		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	6B	5,803,058	5,997,716
SUB-TOTAL		6,984,965	6,529,019
Non-Current Assets Classified as Held for Sale		-	-
TOTAL ASSETS		1,471,003,569	1,568,822,640
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	9	757,700,010	757,700,010
Other equity	10	(583,926,012)	(535,309,169)
SUB-TOTAL		173,773,998	222,390,841
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	11	47,689,968	45,422,168
(ii) Trade Payable		-	-
(iii) Other financial liabilities		-	-
(b) Provisions	12A	1,152,213,978	1,152,213,978
(c) Deferred tax liabilities (net)		-	-
(d) Other non-current liabilities	13A	5,261,643	7,015,523
SUB-TOTAL		1,205,165,589	1,204,651,669
CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Borrowings	14	72,389,981	67,877,576
(ii) Trade payables	15	2,027,760	2,395,852
(iii) Other financial liabilities	15A	1,126,311	1,126,311
(b) Provisions	12B	14,147,676	69,349,390
(c) Other current liabilities	13B	2,372,254	1,031,002
(d) Current tax liabilities (net)		-	-
SUB-TOTAL		92,063,982	141,780,131
TOTAL EQUITY AND LIABILITIES		1,471,003,569	1,568,822,640
Corporate information and significant accounting policies	1 & 2		
The accompanying notes form an integral part of the Consolidated financial statements			

The Accompanying notes are an integral part of Financial statements.

As per our report of even date

For MANISHA DUBEY & ASSOCIATES

Chartered Accountants

FRN:010114S

Sd/-

(MANISHA DUBEY)

Proprietor

MRN:212664

UDIN: 22212664AJWDTN7867

Place: Hyderabad

Date: 30-05-2022

For and on behalf of the Board of Directors

M/s TRANSGENE BIOTEK LIMITED

Sd/-

Dr.K Koteswara Rao
Chairman & Managing Director
DIN:02287235

Sd/-

Sujana Kadiam
Director
DIN:07167872

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Consolidated Statement of Profit and Loss for the year ended 31-03-2022

Amount in Rs.

Particulars	Notes	For the Year ended 31 March 2022	For the Year ended 31 March 2021
Continuing Operations			
I Revenue from operations	16	866,949	1,695,499
II Other income	17	2,125,324	2,668,984
III Total Revenue (I + II)		2,992,273	4,364,483
IV EXPENSES			
(a) Cost of materials consumed	18	(462,132)	608,280
(b) Purchases of Stock-in-trade		-	-
(c) Changes in stock of finished goods, WIP and stock-in-trade		-	-
(d) Employee benefits expense	19	2,878,842	2,459,236
(e) Finance costs	20	2,267,800	2,662,723
(f) Depreciation and amortisation expense	21	99,243,560	99,080,463
(g) Impairment expenses/losses		-	-
(h) Other expenses	22	3,092,858	3,900,618
Total expenses		107,020,928	108,711,320
V Profit/(loss) before exceptional items and tax (III - IV)		(104,028,655)	(104,346,837)
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V - VI)		(104,028,655)	(104,346,837)
VIII Tax Expense			
(1) Current tax		-	-
(2) Deferred tax		-	-
Total tax expense		-	-
IX Profit/(loss) after tax from continuing operations (VII-VIII)		(104,028,655)	(104,346,837)
X Other comprehensive income			
A Items that will not be recycled to profit or loss		-	-
B Items that may be reclassified to profit or Loss		-	-
XII Total other comprehensive income		-	-
Total comprehensive income for the period (IX +XII)		(104,028,655)	(104,346,837)
Earnings per equity share			
Basic (in Rs.)		(1.37)	(1.38)
Diluted (in Rs.)		(1.37)	(1.38)

The Accompanying notes are an integral part of Financial statements.

As per our report of even date

For MANISHA DUBEY & ASSOCIATES

Chartered Accountants

FRN:010114S

Sd/-

(MANISHA DUBEY)

Proprietor

MRN:212664

UDIN:22212664AJWDTN7867

Place: Hyderabad

Date: 30-05-2022

For and on behalf of the Board of Directors

M/s TRANSGENE BIOTEK LIMITED

Sd/-

Dr.K K Koteswara Rao
Chairman & Managing Director
DIN:02287235

Sd/-

Sujana Kadium
Director
DIN:07167872

TRANSGENE BIOTEK LIMITED**Consolidated Statement of changes in equity for the year ended 31 March 2022****A. Equity Share capital**

Amount in Rs.

Particulars	Number of Shares	Amount
As at 1 April 2020	75,770,000	757,700,000
Changes in equity share capital during the year	1	10
As at 31 March 2021	75,770,001	757,700,010
Changes in equity share capital during the year	-	-
As at 31 March 2022	75,770,001	757,700,010

B. Other Equity	Reserves and Surplus				Items of OCI	Total
Particulars	Securities premium reserve	Warrants Forfeiture reserves	Capital Redemption Reserve	Retained earnings	Other items of other comprehensive income	
As at 31 March 2021	1,388,092,501	12,250,000	72,473,902	(2,008,125,571)	-	(535,309,168)
Profit for the year	-	-	-	(104,028,655)	-	(104,028,655)
Provisions W/o adjusted (See Note)	-	-	-	55,411,811	-	55,411,811
As at 31 March 2022	1,388,092,501	12,250,000	72,473,902	(2,056,742,415)	-	(583,926,012)

Note: The appeal filed against the Income tax demand for FY 2011-12 (AY 2012-13) has been accepted and demand has been nullified by the department with order dated 24/08/2021. The provision has been created through Retained earnings in previous years hence reversed it through the same.

The Accompanying notes are an integral part of Financial statements.
As per our report of even date

For MANISHA DUBEY & ASSOCIATES
Chartered Accountants
FRN:010114S

Sd/-
(MANISHA DUBEY)
Proprietor
MRN:212664
UDIN:22212664AJWDTN7867
Place: Hyderabad
Date: 30-05-2022

For and on behalf of the Board of Directors
M/s TRANSGENE BIOTEK LIMITED

Sd/-

Dr.K K Koteswara Rao
Chairman & Managing Director
DIN:02287235

Sd/-

Sujana Kadium
Director
DIN:07167872

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Consolidated Statement of Cash Flows for the year ended 31-03-2022

Particulars	Year ended 31/03/2022	Year ended 31/03/2021
A.CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	(104,028,655)	(104,346,837)
<u>Adjustments for :</u>		
Depreciation and amortisation expense	99,243,560	99,080,463
Finance costs	2,267,800	2,662,723
Amortisation of government grant	(1,753,880)	(1,753,880)
Supplier Advances Written off	-	-
Liabilities / provisions no longer required written back	-	-
Bad debts written off	-	-
Profit or loss on sale of Fixed asset	-	-
Other Non cash Expenses	-	-
Operating profit before working capital changes	(4,271,175)	(4,357,531)
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Other non-current assets	(18,392)	(399,947)
Other Current assets	194,658	(38,255)
Inventories	(741,120)	179,212
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	(368,092)	(1,400,100)
Provision (CL)	210,097	(552,397)
Borrowing (CL)	4,512,405	7,369,278
Other current liabilities	1,341,252	(674,580)
Cash generated from operations	859,633	125,680
Net income tax paid	-	-
Net cash flow from operating activities (A)	859,633	125,680
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets, including capital advances	-	(273,851)
Investments in subsidiary	(950,150)	
Net cash (used in) / flow from investing activities (B)	(950,150)	(273,851)
C.CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares		10
Payment of Borrowing	-	
Net cash flow (used in) financing activities (C)	-	10
Net (decrease) in Cash and cash equivalents (A+B+C)	(90,517)	(148,161)
Cash and cash equivalents at the beginning of the year	241,744	389,905
Effect of exchange differences on translation of foreign currency Cash and cash equivalents	-	-
	-	-
Cash and cash equivalents at the end of the year	151,227	241,744

As per our report of even date

For MANISHA DUBEY & ASSOCIATES

Chartered Accountants

FRN:010114S

For and on behalf of the Board of Directors

M/s TRANSGENE BIOTEK LIMITED

Sd/-

(MANISHA DUBEY)

Proprietor

MRN:212664

UDIN:22212664AJWDTN7867

Place: Hyderabad

Date: 30-05-2022

Sd/-

Dr.K K Koteswara Rao

Chairman & Managing Director

DIN:02287235

Sd/-

Sujana Kadium

Director

DIN:07167872

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

3. Property, plant and equipment and capital work -in-progress

Description of Assets	Freehold land	Buildings	Buildings temporary	Computers	Plant and equipment	Office equipment	Furniture and fixtures	Electrical installations	Vehicles	Total
I. Cost or deemed cost										
Balance as at April 1, 2021	655,796	34,019,720	68,163	1,875,513	77,887,025	18,576,575	922,627	10,533,529	635,801	145,174,749
Additions										-
Disposals										-
Additions through business combination										-
Foreign currency translation adjustments										-
Balance as at March 31, 2022	655,796	34,019,720	68,163	1,875,513	77,887,025	18,576,575	922,627	10,533,529	635,801	145,174,749
II. Accumulated depreciation										
Balance as at 1 April, 2021	-	21,800,760	68,163	1,748,638	71,784,266	17,652,518	848,013	10,369,970	607,468	124,879,796
Depreciation expense for the year	-	712,159	-	36,662	724,684	333,464	-	20,436		1,827,405
Acquisitions through business combinations										-
Eliminated on disposal of assets									-	-
Foreign currency translation adjustments										-
Balance as at March 31, 2022	-	22,512,919	68,163	1,785,300	72,508,950	17,985,982	848,013	10,390,406	607,468	126,707,201
Carrying Amount										
III. Carrying Amount										
Balance as at March 31, 2021	655,796	12,218,960	-	126,875	6,102,759	924,057	74,614	163,559	28,333	20,294,953
Balance as at March 31, 2022	655,796	11,506,800	-	90,213	5,378,075	590,593	74,614	143,123	28,333	18,467,547

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

4 Intangible assets

Description of Assets	Intellectual Property Rights	Technology	Total Intangible Asstes	Intagible Under Development
I. Cost or deemed cost				
Balance as at April 1, 2021	756,803	930,118,554	930,875,357	18,676,633
Additions	-	-	-	
Disposals	-	-	-	
Additions through business combination	-	-	-	
Foreign currency translation adjustments	-	-	-	
Balance as at March 31, 2022	756,803	930,118,554	930,875,357	18,676,633
II. Accumulated depreciation				
Balance as at 1 April, 2021	200,374	737,755,648	737,956,022	-
Depreciation expense for the year	71,896	97,344,259	97,416,155	
Acquisitions through business combinations			-	
Eliminated on disposal of assets			-	
Foreign currency translation adjustments			-	
Balance as at March 31, 2022	272,270	835,099,905	835,372,175	-
Carrying Amount	Intellectual Property Rights	Technology	Total Intangible Asstes	Intagible Under Development
III. Carrying Amount				
Balance as at March 31, 2021	556,429	192,362,906	192,919,335	18,676,633
Balance as at March 31, 2022	484,533	95,018,649	95,503,182	18,676,633

TRANSGENE BIOTEK LIMITED

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Notes forming part of the financial statements

5A. Investments

Particulars	2022 March 31, 2022	As at 2021 March 31, 2021
A. Non-current investments		
Investment carried at cost		
(i) Equity instruments of Subsidiaries (unquoted) (Note 1)	922,009,728	922,009,728
(ii) Equity Investment in Wholly owned subsidiary (Note 2)	-	-
(ii) Equity Investment in a Company (Note 3)	950,150	-
Provision for Impairment	(922,009,728)	(922,009,728)
Total	950,150	-

Note 1: As per IND AS 110 Consolidated financial statements Subsidiary should either be measured at Cost or FVTPL (Fair Value Through Profit and Loss) Fair value of Investment in transgene HK as on 31st March 2020 is valued at zero as there were no transactions since three years.

There are no activities undertaken at the subsidiary since the year 2015-16.

The focus has not been lost regarding the irregularities committed through the account at Standard Chartered Bank, Singapore with efforts continuing for the recovery of funds transferred illegally from its account.

Note:2 Transgene Biotek Ltd has invested 99.99% equity share capital in M/s Peroral Bio Private Limited and it become the wholly owned subsidiary of Transgene from 23/12/2020.

Note 3: Transgene Biotek Ltd has invested 15% equity share capital in M/s Niedlfree Technologies Private limited from October 2021. Consolidation of financial statements does not include this company as it does not meet the criteria.

5B. Loans

Particulars	As at	
	March 31, 2022	March 31, 2021
Non - Current		
Loans to Others	-	-
Advances to Others	230,204,250	230,204,250
Advance towards acquisition of Capital Assets & Technical Know How	1,098,819,754	1,098,819,754
Total Non current Loans	1,329,024,004	1,329,024,004

Note : Includes payment made to M/s. Symetric Sciences Inc utilized out of GDR proceeds. Also Refer Schedule 13A, where 100% provision is made against such advances paid to the party on account of Non - Recoverability.

6. Other Non current and current assets

Particulars	2022	As at 2021
6A. Non-current		
Balance with government authority	1,397,088	1,378,696
Total non-current assets	1,397,088	1,378,696
6B. Current:		
Balance with government authority	1,800	199,458
Other advances		
- Unsecured, considered good	5,801,258	5,798,258
Less: Allowance for bad and doubtful loans	-	-
Total current assets	5,803,058	5,997,716

TRANSGENE BIOTEK LIMITED

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Notes forming part of the financial statements

7. Inventories

Particulars	As at	
	March 31, 2022	March 31, 2021
Current assets		
Inventories (lower of cost and net realisable value)		
- Raw materials	946,220	205,100
Total	946,220	205,100

8A . Trade Receivables

Particulars	As at	
	March 31, 2022	March 31, 2021
Trade receivables		
Unsecured considered good	84,460	84,460
Total	84,460	84,460

8B. Cash and Cash Equivalents

Particulars	As at	
	March 31, 2022	March 31, 2021
Balances with Banks in Current Accounts	94,378	190,455
Cash on hand	56,849	51,288
Total	151,227	241,743

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

9. Equity share capital

Particulars	As at	
	March 31, 2022	March 31, 2021
Authorised share capital:		
7,60,00,000 fully paid up equity shares of Rs. 10 each	760,000,000	760,000,000
10,000 fully paid up equity shares of Rs. 10 each	100,000	-
Issued and subscribed capital:		
7,57,70,000 fully paid up equity shares of Rs. 10 each	757,700,000	757,700,000
1 fully paid up equity shares of Rs. 10 each (9,990 shares are acquired by Transgene)	10	10
Total	757,700,010	757,700,010

(A) Reconciliation of the number of shares outstanding:

Particulars	Number of shares	Amount
Balance at March 31, 2021	75,770,001	757,700,010
Additions/(Deletions)	-	-
Balance at March 31, 2022	75,770,001	757,700,010

(B) Details of shares held by each shareholder holding more than 5% shares

Name of the Shareholders	As at March 31, 2022		As at March 31, 2021	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
Dr. K. Koteswara Rao	16,427,902	22%	16,427,902	22%
Polavarapu Vikram	8,732,171	12%	8,732,171	12%
The Bank of New York Mellon, DR	6,270,000	8%	6,270,000	8%

(C) Rights, preferences and restrictions attached to equity shares :

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.

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

10. Other equity

Particulars	2022 As at 2021	
Retained earnings	(2,056,742,415)	(2,008,125,572)
Securities premium account	1,388,092,501	1,388,092,501
Capital Reserve	72,473,902	72,473,902
Warrants Forfeiture Reserve	12,250,000	12,250,000
Balance at end of year	(583,926,012)	(535,309,169)

11. Non-current borrowings

Particulars	As at	
	March 31, 2022	March 31, 2021
Unsecured - at amortised cost		
Term loans		
from other parties (Refer Note(i) below)	1,500,000	1,500,000
Secured - at amortised cost		
Term loans		
from other parties (Refer Note(ii) below)	46,189,968	43,922,168
Total non-current borrowings	47,689,968	45,422,168

Notes:

i) Unsecured loans from others includes corporates

(ii) Term loan from other parties includes 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.

12. Provisions

Particulars	As at	
	March 31, 2022	March 31, 2021
12A Non - Current (Refer Note (ii) Below)	1,152,213,978	1,152,213,978
12B Current (Refer Note (i) Below)	14,147,676	69,349,390
Total	1,166,361,654	1,221,563,368

Notes:

(i) Current Provisions include:

- Rs.54,15,526 of Statutory provisions payable for Employee Benefits

- Rs. 87,32,150 on account of IT Demands raised by IT Dept. with respect to AY 2010-11,11-12,13-14,19-20

(ii) Non Current Provisions include 100% provision made against payment made to M/s. Symetric Sciences Inc utilized out of GDR proceeds which is also disclosed as Advances to others under Loans in Note No. 5.

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

13. Other liabilities

Particulars	As at	
	2022	2021
13A Non - Current		
Government grant	5,261,643	7,015,523
Total	5,261,643	7,015,523
13B Current		
Advance from customers	1,600,150	-
Statutory remittances	396,838	831,698
Others	375,266	199,304
Total	2,372,254	1,031,002

14. Current borrowings

Particulars	2022	As at 2021
Unsecured - at amortised cost		
Loans from related parties	67,989,981	63,477,576
Loans from Others	4,400,000	4,400,000
Total	72,389,981	67,877,576

15. Trade Payables

Particulars	March 31, 2022	As at March 31, 2021
Trade Payables - Current		
Dues to creditors other than micro enterprises and small enterprises	2,027,760	2,395,852
Total	2,027,760	2,395,852

15A. Other Financial Liabilities

Particulars	March 31, 2022	As at March 31, 2021
Current		
Other Payables	1,126,311	1,126,311
Total	1,126,311	1,126,311

Note :

Under Ind AS, certain financial assets and financial liabilities are measured at amortised cost which involves the application of effective interest method. The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of the financial asset or financial liability. The interest unwinding is charged through profit and loss in subsequent period.

TRANSGENE BIOTEK LIMITED

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Notes forming part of the financial statements

16. Revenue from operations

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale of services	866,949	1,695,499
Other operating revenue	-	-
Total	866,949	1,695,499

17. Other income (net)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Other non-operating income		
Amortisation of government grant	1,753,880	1,753,880
Liabilities & Provisions no longer required, written back	371,444	915,104
Miscellaneous income (net)	-	-
	2,125,324	2,668,984
Other gains and losses		
Gain on disposal of property, plant and equipment	-	-
	-	-
Total	2,125,324	2,668,984

TRANSGENE BIOTEK LIMITED

Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325

Notes forming part of the financial statements

18. Cost of materials consumed

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening stock	205,100	384,312
Add: Purchases	278,988	429,068
Less: Closing stock	946,220	205,100
	(462,132)	608,280

19. Employee Benefits Expense

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries and wages, including bonus	2,690,297	2,285,053
Contribution to provident and other funds	188,545	174,183
Staff welfare expenses	-	-
Actuarial Gain or loss	-	-
Total	2,878,842	2,459,236

20. Finance costs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expense		
- Interest on bank overdrafts and loans	-	-
- Other interest expense	2,267,800	2,662,723
Total	2,267,800	2,662,723

21. Depreciation and amortisation expense

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of property, plant and equipment	1,827,405	2,036,259
Amortisation of intangible assets	97,416,155	97,044,204
Total	99,243,560	99,080,463

TRANSGENE BIOTEK LIMITED**Plot No:69 & 70, IDA Bollaram, Sangareddy District, Hyderabad-502325****Notes forming part of the financial statements****22. Other operating expenses**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Annual Custody fee	150,000	150,000
Audit fee	150,000	150,000
Bank charges	5,270	1,183
Directors sitting fees	75,000	72,000
Factory license fee	-	18,000
Packing Freight Outwards, Customs etc	1,500	28,123
Insurance	77,099	69,838
Interests & Penalties	23,166	47,192
Legal & professional charges	862,185	1,418,703
Listing Expenses	300,000	300,000
Marketing and advertising expenses	8,000	45,691
Miscellaneous expenses	24,701	62,422
Office Expenses	51,730	44,300
Patents application filing fees	210,490	109,600
Pollution Control charges	152,215	887,070
Postage & Courier	5,826	10,732
Power and fuel	139,029	137,709
Printing and stationery	250	13,400
Rates and taxes	275,634	13,700
Repairs to others	10,500	35,100
Internet Charges	8,881	-
Business Promotion Expenses	41,759	-
E Voting Charges	72,237	-
ROC filing charges	-	8,900
Telephone Expenses	24,545	34,694
Travelling and conveyance	28,800	20,239
Municipal Taxes	367,029	202,920
Website Expenses	27,012	19,102
TOTAL	3,092,858	3,900,618

Notes to the Consolidated Financial Statements for the Year ended 31st March, 2022.

1. Corporate information:

M/s. Transgene Biotek Limited ("The Holding Company") is a Public Limited Company. The Company is located in 69 & 70, Anrich Industrial Area, Bollaram, Sangareddy District, India and was incorporated on 1st March 1990 under the provisions of the Companies Act, 2013. The Holding Company and its Wholly Owned Subsidiary M/s. Transgene Biotek HK Limited, which is located in HongKong, and the company has new wholly owned subsidiary from FY 2021-22 named "PERORAL BIO PRIVATE LIMITED" are together known as (hereinafter) "the Company" or "the Group". The Company is in the business of Research & Development.

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

The consolidated financial statements were authorized for issue by the Company's Board of Directors on 30-05-2022

2. Significant accounting policies

Statement of Compliance

These financial statements are separate financial statements of the Group (also called consolidated financial statements). The Group has prepared financial statements for the year ended March 31, 2022 in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) together with the comparative period data as at and for the year ended March 31, 2021.

Basis of preparation:

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- i. Certain Non-Current & Current financial liabilities measured at amortized cost,

The Consolidated Financial Statements of the Group are presented in Indian Rupees (Rs.), which is also its functional currency.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company, and its subsidiaries as stated above. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity.

Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interest even if this results in the non-controlling interests having a deficit balance.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances, transactions including unrealised gain/ loss from such transactions and cash flows relating to transactions between members of the Group are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group.

a. Current V/s. non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ noncurrent classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Foreign currencies

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

c. Segment Reporting

The Company is currently operating only in one segment of Bulk Drugs, Segment Wise Reporting is not applicable as per IND AS 108.

d. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

i) Rendering of services

Revenue for the company is in the form of Research and Development services to external agencies which is recognised on formal acceptance by the agency which is in consistent with the above mentioned principle of revenue recognition.

e. Government grants

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

f. Property, plant and equipment

Under the previous GAAP (Indian GAAP), Freehold land and buildings (property), other than investment property, were carried in the balance sheet on the basis of carrying value as per previous GAAP as on date of balance sheet. The Company has elected to regard those values of property as deemed cost.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

- Building 60 years
- Temporary Building 3 years
- Computers 3 years
- Plant and equipment 15 years
- Electrical Equipments 10 years
- Furniture 8 years
- Office Equipment 5 years
- Vehicles 8 years
- Lab equipment 10 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

g. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as finite i.e. for a period of 10 years.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

h. Research and Development Expenditure

Research and Development Expenditure Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised.

i. Finance costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

All other borrowing costs are expensed in the period in which they occur.

j. Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

k. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes Cash on hand and other Balances with Banks in Current Accounts that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

l. 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 future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

m. Tax Expenses

In view of the current year loss and the losses accumulated in the previous years no liability on income tax is expected. As there is no certainty in utilizing the deferred tax asset, hence, the deferred tax asset has not been recognized in the books of accounts.

n. Employee benefits

i. Short-term employee benefit obligations

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Post-employment benefits

Defined Contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution

due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan

The Company operates a defined benefit gratuity plan and Leave Encashment in India for which provision has been booked for the year ended 31st March, 2022.

The Company is not in practice of providing any other Defined Benefit Plan to the employees for the year ended 31st March, 2022.

o. Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown inequity as a deduction, net of tax, from the proceeds.

p. Earnings per share

i. Basic earnings per share

Basic earnings per share are calculated by dividing:

- The profit attributable to owners of the company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

ii. Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

q. Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The company has made 100% provision for the investment made in the Transgene Biotek HK Limited (Subsidiary) for Rs. 92,20,09,728/-. 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.

r. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the financial asset.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- i. The rights to receive cash flows from the asset have expired, or
- ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? And either
 - the Company has transferred substantially all the risks and rewards of the asset, or
 - the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge

relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

27. Contingent Liabilities:

- a. Contingent liabilities are not provided for in respect of

Particulars	2021-22	2020-21
(i) Customs duty demands disputed by the company	59,37,000	59,37,000
(ii) Claims against the company not acknowledged as debts	40,00,000	40,00,000

- a. Reference is made about the longstanding case at CESTAT, Chennai and the Honourable Member Ms. Sulekha Beevi C.S passed an order on 25th May 2017 stating that "the matter is stayed by the Hon'ble High Court of Madras. Both sides have not been able to submit when the matters are likely to be disposed by the Hon'ble High Court. Viewed in this light, we are of the considered opinion that it would be appropriate and prudent to close the file for the purpose of statistics. Both sides are at liberty to file application before the Tribunal to reopen the matter as and when the case is disposed by the Hon'ble High Court or in the case of change of circumstances." In view of the above order, no provision has been made in the current balance sheet but the management shall keep a cautious eye on the potential developments, if any and will act as per the requirements.
- b. During the year 2014-15 one of the employees 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. The management has been defending the claim hence, no amount is provided for in books of account for the same as the Company is not sure of the liability.

- c. During the year 2016-17 the Company had received notice u/s 263 from the Principal Commissioner of the Income Tax for the Assessment year 2012-13 for which the company has filed its arguments. The case has been set aside by the Commissioner and a fresh notice has been served by the department on this regard for which an appeal filed by the company at Income Tax Appellate Tribunal relating to a claim for a tax amount of Rs.5,97,00,943/- towards assessment year 2012-13 raised in 2014-15 wherein it was shown Forex gain being brought erroneously under income and profit, an order was passed on 24th August 2021 giving relief from the said IT demand for the AY 2012-13.

d. The Department of Biotechnology has sanctioned a loan amount of Rs.4.07 Crores under Small Business Innovative Research Initiative (SBIRI) scheme currently called as BIRAC for the novel technology Upgradation for Orlistat production, for which a charge against movable and immovable assets acquired from utilization of the said loan amount has been created. An amount of Rs.30,06,135/- is demanded by SIBRI towards interest for which a provision has been made. However, the company has made a settlement offer to BIRAC. On a condition that such offer upon acceptance an offer of Rs. 20 Lakhs made, which was encashed during the financial year. However company is yet to receive any written acceptance towards their proposal.

28. Expenditure in Foreign Currency:

Foreign Exchange:	2021-22	2020-21
Foreign Exchange Inflow	Nil	15,65,499
Foreign Exchange Outflow	Nil	Nil

29. Auditor's Remuneration

Particulars	2021-22	2020-21
As Statutory Auditors	1,50,000	1,50,000
For Taxation Matters	-	-
Total	1,50,000	1,50,000

30. Related Party Disclosures

Related Parties:

a) Key Managerial Personnel:

Dr. K. KoteswaraRao: Managing Director

b) Relatives to Key Managerial Personnel:

K. Laxmidhar Rao: Son of Managing director

K.Nirmala Rao: Wife of Managing director

K. SrinivasaRao: Son of Managing Director

c) Subsidiaries

Transgene Biotek HK Limited: Wholly Owned Subsidiary

Peroral Bio Private Limited: Wholly owned Subsidiary

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

K. Koteswara Rao:

Amount in Rs

Nature of Transaction	2021-22	2020-21
Advances received by the company	44,99,995.28	0.00
Amounts spent on behalf of the company	12410.00	0.00
Amount repaid by the company	0	71,000
	45,12,405.28	71,0000

31. Remuneration to Directors for the year ended 31.03.2022

Amount in Rs

Particulars	2021-22	2020-21
Salaries and Other Allowances	-	-
Contribution to Provident fund	-	-
TOTAL	-	-

32. Segment Reporting:

As the company has closed all the diagnostic centres and concentrating on Research & Development. Thus, reporting under segment is not applicable.

33. Earnings Per Share (EPS):

Particulars	2021-22	2020-21
a) Profit/(Loss) attributable to equity shareholders	(10,42,08,655)	(10,43,46,837)
b) Weighted average number of equity shares at the end of the year	7,57,70,001	7,57,70,000
-Basic	7,57,70,001	7,57,70,000
-Diluted		
c) Earnings per Equity Share of Rs.10/- each		
-Basic	(1.37)	(1.38)
-Diluted	(1.37)	(1.38)

34. Standards issued and effective from 01st April,2018

IND AS 115, Revenue from contracts with customers

In March 2018, the Ministry of Corporate Affairs has notified Ind AS 115, 'Revenue from Contracts with Customers', which effective for accounting is periods beginning on or after 1 April 2018. This comprehensive new standard will supersede existing revenue recognition guidance, and requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new standard also will result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements

Ind AS 115 is effective for annual reporting periods beginning on or after April 1, 2018.

The Company intends to adopt Ind AS 115 effective April 1, 2018, using the modified retrospective method. The adoption of Ind AS 115 is not expected to have a significant impact on the Company's recognition of revenues

35. Other Amendments to Indian Accounting Standards:

The Ministry of Corporate Affairs (MCA), on 28 March 2018, issued certain amendments to Ind AS. The amendments relate to the following standards:

Ind AS 21, The Effects of Changes in Foreign Exchange Rates - The amendment lays down the principle regarding advance payment or receipt of consideration denominated or priced in foreign currency and recognition of non-monetary prepayment asset or deferred income liability.

Ind AS 12, Income Taxes - The amendment explains that determining temporary differences and estimating probable future taxable profit against which deductible temporary differences are assessed for utilization are two separate steps and the carrying amount of an asset is relevant only to determining temporary differences.

Ind AS 28, Investments in Associates and Joint Ventures - The amendment clarifies when a venture capital, mutual fund, unit trust or similar entities elect to initially recognize the investments in associates and joint ventures.

Ind AS 112, Disclosure of Interests in Other Entities - The amendment clarifies that disclosure requirements for interests in other entities also apply to interests that are classified as Held for sale or discontinued operations in accordance with Ind AS 105.

Ind AS 40, Investment Property - The amendment clarifies when a property should be transferred to / from investment property. The amendments are effective 1 April 2018. The Company believes that the aforementioned amendments will not materially impact the financial position, performance or the cash flows of the Company

36. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

The areas involving critical estimates or judgements are:

- Estimated useful life of intangible asset.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

37. Financial Instruments

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (Unobservable inputs).

A. The following table presents fair value hierarchy of assets and liabilities measured at fairvalue on a recurring basis as of 31 March 2022:

Description of Assets	As at 31 March 2022	Fair value measurement at the end of year using		
		Level 1	Level 2	Level 3
I. Assets	-	-	-	-
II. Liabilities				
Financial Liabilities				
(a) Borrowings	4,61,89,968		4,61,89,968	

B. The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2021:

Description of Assets	As at 31 March 2021	Fair value measurement at the end of year using		
		Level 1	Level 2	Level 3
I. Assets	-	-	-	-
II. Liabilities				
Financial Liabilities				
(a) Borrowings	4,39,22,168		4,39,22,168	

38. In the opinion of the Board of Directors of the company the value on realization of Current Assets in the ordinary course of business will not be less than the amount at which they have been stated in the Balance Sheet as on 31st March, 2022.

39. Balances of Creditors, Debtors & Advances as on 31st March 2022 are subject to confirmation from the parties concerned.

40. Previous year figures have been regrouped and rearranged wherever necessary.

41. The figures have been rounded off to the nearest Rupee.

For Manisha Dubey & Associates
Chartered Accountants
F.R.N: 010114S

For and on behalf of the board
M/s. Transgene Biotek Limited

Sd/-
Manisha Dubey
Proprietor
M.R.N: 212664
UDIN: **22212664AJWDTN7867**
Place: Hyderabad
Date: 30-05-2022

Sd/-
Dr. K. Koteswara Rao
Chairman & Managing Director
DIN: 02287235

Sd/-
Sujanakadiam
Director
DIN: 07167872