

**26th Annual Report
2015-2016**

*Innovating & Marching ahead
with Biologicals*



TRANSGENE
BIOTEK LIMITED
INNOVATING. FOR LIFE.



BOARD OF DIRECTORS

Dr. K. Koteswara Rao	Chairman & Managing Director
Dr. Puranik Sarang Subhash	Director
Mr Shyam Shankar Das	Director
Mrs. Sujana Kadium	Director

Registered Office

Plot Nos. 68,69 & 70
Anrich Industrial Area,
IDA Bollaram,
Medak District. T.S. - 502 325.

Factory

Plot Nos. 68,69 & 70
Anrich Industrial Area,
IDA Bollaram,
Medak District. T.S. - 502 325.

Auditors

M/s. Gopal & Rajan
G4, Sterling Majestic Apts.,
Walker's Town,
Padmarao Nagar,
Secunderabad - 500 025.

Bankers

Union Bank of India

Jubilee Hills Branch,
Hyderabad.

Share Transfer Agents

M/s Bigshare Services Pvt. Ltd.

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

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NOTICE

Notice is hereby given that the Twenty sixth (26th) Annual General Meeting of the Members of M/s. TRANSGESNE BIOTEK LIMITED will be held on Friday, the 30th September, 2016 at 11.00 Hours at 68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District, Telangana State, to transact the following business.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED ACCOUNTS AND REPORTS

To receive, consider and adopt the Balance Sheet as at 31st March, 2016 including audited Balance Sheet as at March 31, 2016, the Profit and Loss Account for the year ended as on that date, Directors' Report and Auditors' Report thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Sri Shyam Shankar Das who retires by rotation and being eligible offers himself for re-appointment.

3. RE-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Sri Sarang Subhash Puranik who retires by rotation and being eligible offers himself for re-appointment.

4. APPOINTMENT OF AUDITORS

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

“ **RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), the Company hereby ratifies the reappointment of M/s. Gopal & Rajan, Chartered Accountants as Statutory Auditors of the Company made pursuant to the resolution passed by the members at the 25th Annual General Meeting of the company held on 30th September 2015 until the conclusion of the 27th 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 27th Annual General Meeting of the Company to be held in the year 2017 to examine and audit the accounts of the Company for the Financial Year 2016-17 at such remuneration to be fixed by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS

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



"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Sujana Kadium (DIN 07167872) who holds office up to the date of this Annual General meeting, and being eligible offer himself for appointment as a Director and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Sujana Kadium for the office of the Director of the Company, be and is hereby appointed as a Director of the Company for a period of 5 (Five) years."

6. RE-APPOINTMENT OF DR. K. KOTESWARA RAO AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY.

Re-appointment of Dr K. Koteswara Rao (DIN No: 02287235) as Chairman and Managing Director of the Company and 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, without any remuneration, 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."

7. SALE OF UNUSED ASSETS OF THE COMPANY.

Sale of unused assets of the Company and 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 Section 180 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactments thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions to be obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed

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to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its unused assets situated at 68, 69 & 70A of IDA Bollaram, Medak Dt, TS ("Undertaking") as a going concern on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

8. **SETTING UP A SUBSIDIARY**

The Board of Directors thought it as an opportune moment to set up a subsidiary and 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 a wholly owned subsidiary of Transgene Biotek Ltd ("the company") be incorporated in India with the name as the Registrar of Companies may approve.

FURTHER RESOLVED that the company will act as one of the subscribers to the memorandum and articles of association of the prospective Indian subsidiary and will subscribe 10,000 equity shares of Rs. 10/- each in its name."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate one or more among the existing Directors to sign, execute and to do all such acts, deeds, things including signing Memorandum and Articles of Association, forms, other documents for the purpose of giving effect to this resolution and on behalf of the Company."

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

PLACE: HYDERABAD
DATE: 02.09.2016

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



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The relevant details of the directors seeking appointment under Item Nos. 2 and 3 as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange are annexed.3. Register of members and share transfer books of the company will remain closed from 28-09-2016 to 30-09-2016 (both days inclusive). Members / Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
3. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
4. As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.
5. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, Bigshare Services Pvt Ltd, 306, Right Wing, Amruta Ville, Opp Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad 500082.

6. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 26th Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of Central Depository Services Limited (CDSL) as the authorized agency to provide the e-voting facility.

The instructions for shareholders voting electronically are as under:

Mr. M V R Murthy, Membership No.F8522 and CP No. 9552, Practicing Company Secretary is appointed as scrutinizer to conduct E-voting.

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STEPS FOR E-VOTING

7. The voting period begins on 27th September, 2016 at 9.00 a.m. and ends on 29th September, 2016 at 5.00 P.M. During this period shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on 23rd September, 2016
9. The shareholders should log on to the e-voting website www.evotingindia.com.

A) Click on Shareholders.

B) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the image verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none">• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN (**160906006**) for the relevant TRANSGENE BIOTEK LIMITED on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

(ii)

Name of Director	Ms. Sujana Kadium
Date of Birth	06/02/1983
Date of Appointment	17/04/2015
Qualification	Post Graduate
Expertise	HR Professional
Other directorship	PFL INFOTECH LIMITED
CIN	L72200TG1993PLC007005
Chairman/Members of the Committee in other Companies	Nil
No of shares held in the Company	Nil

(iii)

Name of Director	Dr. K. Koteswara Rao
Date of Birth	11/10/1942
Date of Appointment	30/09/2011
Qualification	M.B.B.S., MBIM
Expertise	Medical Practice and Clinical Studies
Other directorship	None
Chairman/Members of the Committee in other Companies	None
No of shares held in the Company	15,211,902

(iv)

Name of Director	Shyam Shankar Das
Date of Birth	05/10/1968
Date of Appointment	31/12/2014
Qualification	M.Tech.
Expertise	Fermentation based Biotechnology
Other directorship	None
Chairman/Members of the Committee in other Companies	None
No of shares held in the Company	None



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

ITEM No. 6

Because of nature of business of the company and because of several ongoing regulatory as well as scientific and commercial developments, the Board of Directors recommend that it is important to maintain continuity of the top management of company at this critical juncture, hence the Board recommends that Dr. K. Koteswara Rao, who attained the age of 70 years, continues to function as Managing Director of the company for another 1 (one) year.

ITEM No. 7

The company is currently involved in the research and development of certain API's and Nutraceuticals – for which the company has also been offered an opportunity for commercial production as well. These products will not involve any marketing or sales as the sponsor of the research will be the buyer of any material manufactured. This is an opportunity unlike any other we have had in the past. All of this activity, along with manufacturing, and our creditor Union Bank require funds. The management is looking at various fund raising options including potential sale of un-utilised or unnecessary assets lying idle and unutilized for several years that may help us fund R&D, operational and manufacturing activities and that which does not in any way affect the current operations of the company either in R&D or manufacturing sections.

ITEM NO. 8

Last year, the management of the company had initiated a process to form a subsidiary enabling technology licensing and partnering with companies who are averse to a direct transaction with Transgene. Although the process was started, it was not completed for reasons of timing and keeping in mind of the costs and efforts involved in setting up and maintaining the subsidiary. This process will now be completed. The shareholding pattern will reflect the same shareholding pattern of the parent company.

BY ORDER OF THE BOARD

Date : 02-09-2016

Place: Hyderabad

Sd/-

DR K KOTESWARA RAO
CHAIRMAN & MANAGING DIRECTOR

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DIRECTORS REPORT

Dear Shareholders

Your Directors invite you to the 26th Annual Report on the business & operations of the Company and Audited Statement of Accounts for the year ended 31st March, 2016 along with the Auditor's Report thereon.

Financial Results

(Rs. In Lakhs)

Particulars	2015-2016	2014- 2015
Total Income	34.98	33.27
Operational, Administration and other expenses	131.28	1946.22
Gross Operating Profit	(96.29)	(1912.94)
Interest and Financial Charges	7.31	35.97
Forex Gain/Loss	0.00	0.00
Depreciation	2050.23	1718.05
Profit before Tax/Loss	(2153.84)	(1913.55)
Provision for Tax	0.00	0.00
Net Profit	(2153.84)	(1913.55)

OPERATIONS

The total turnover of the company for the year ended 31st March, 2016 amounted to Rs. 34.98 Lakhs as against Rs. 33.27 Lakhs in the previous year. The company incurred a net Loss of Rs. 2153.84 Lakhs for the year as against a loss of Rs. 1913.54 Lakhs in the previous year.

AUDITORS' COMMENTS

The subsidiary of the company Transgene Biotek HK Ltd has not been operating for the entire year and the audit report has not been received by the management. Therefore, the auditors are unable to express opinion on this.

Review and results of operations

The production of DHA at our partner's plant in our vicinity has been steadily improving after revamping certain parameters on the quality of product required by the vendors. However, we are cautiously moving forward with the demand on this biologically produced product facing challenges from the Chinese chemically synthesized ones.

The operations of the company continue to be severely affected due to lack of financial support because of the continuing SEBI order on the Directors and promoters of the company. This matter is now pending at SAT.



The management has been continuing its efforts to recover the funds transferred illegally from its accounts at Investec bank, Zurich to various entities apart from the account of its subsidiary Transgene Biotek HK Ltd at Standard Chartered Bank, Singapore.

Projects and products

DHA: As reported already, production of DHA is slowly improving at our partner's facility Rampex Labs Pvt Ltd.

Other projects: The management is cautiously optimistic, with the currently ongoing discussions with two parties for sale of technology/manufacture and supply of finished API products.

BIO-INNOVATIONS

The management feels highly optimistic about the progress of this division in the coming days.

TrabiORAL™ - Oral delivery of protein and peptide drugs

This technology is revitalized after the prolonged dialogue with different parties reaching critical milestones. Therefore, the management wants to stay focused on this development till the final goal is achieved.

ONCOLOGY

Our Oncology division too, in particular our r-AAV platform, has drawn the attention of some major customers although we are still at preliminary stage of the dialogue at present.

TBL-0404 Liver Cancer Drug

It has already been reported about our patent pertaining to Micro RNA-101 for the treatment of Liver Cancer has been approved in USA which is a significant achievement. In fact, our current genetically engineered AAV delivery platform appears to hold a tremendous potential in not only delivering RNAi drugs but also useful in gene therapy.

Intellectual property and patents: As stated during the last AGM all the patents filed so far have been advancing very well reaching national level stages in several major countries such as India, USA, Europe, Japan etc involving additional costs in filing.

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

Employee: The management is trying to manage the available financial resources to retain the existing employees taking adequate steps not to lose focus on the ongoing projects that benefits the company and employees alike.

DIVIDEND

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

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GROWTH PLANS AND OUTLOOK AT TRANSGENE

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

Subsidiary Company - Transgene Biotek HK Limited

There are no activities undertaken at the subsidiary during the year 2015-16. The management feels that there is no purpose served in continuing with the subsidiary considering the costs involved in maintaining the company without any need.

Therefore, in view of all operations being shut down more than three years ago with no activities of any sort, the management has not received an Audit Report.

However, 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. 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

Management Discussion and Analysis Report, pursuant to SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, forms part of this Report and is annexed hereto as “**Annexure B**”.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

Your Company has taken adequate steps to adhere to all the stipulations laid down in under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as part of this Annual Report as “**Annexure – C**”.

Certificate from the Statutory Auditors of the company M/s. Gopal & Rajan, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as Stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included as part of this report as “**Annexure D**”

DEMATERIALISATION OF SHARES

86.17% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2016 and balance 13.83 % is in physical form. The Company's Registrars are M/s. Big Share Services Pvt Ltd, 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Rd, Somajiguda, Hyderabad, Telangana-500 082.



Number of Board Meetings held

The Board of Directors duly met 6 (Six) times during the financial year from 1st April, 2015 to 31st March 2016 the details of which are furnished in the report on Corporate Governance.

Board evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).

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

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

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

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

Appointment of Independent Directors

Company is having only one Independent Director. The Company is supposed to have at least two Independent Directors. Keeping in view of the SEBI – GDR issues no one is showing interest to join the Company as Independent Directors. However, the Management of the Company is constantly trying to bring in an Independent Director.

DIRECTORS RESPONSIBILITY STATEMENT:

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

- a) In the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view

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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;

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

Deposits from public

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

RISK MANAGEMENT POLICY OF THE COMPANY

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

CORPORATE SOCIAL RESPONSIBILITY

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

Policy on directors' appointment and remuneration and other details

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

Internal financial control systems and their adequacy

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

Auditors' report and Secretarial auditors' report:

The auditors' report and Secretarial auditors' report contain certain 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”

Particulars of loans, guarantees and investments

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

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 ORDER OF THE BOARD
For **TRANSGENE BIOTEK LIMITED**

Sd/-

DR K KOTESWARA RAO
CHAIRMAN & MANAGING DIRECTOR

Date : 02-09-2016
Place: Hyderabad

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries

Part “A”: Subsidiaries

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

S.No	Particulars	Details
1	Name of the subsidiary	Transgene Biotek HK Ltd
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April 2015 to 31st March 2016
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	US\$ 1 US\$ = Rs.66.1428
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



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The biotechnology sector of India is highly innovative and is on a strong growth trajectory. The sector, with its immense growth potential, will continue to play a significant role as an innovative manufacturing hub. The sector is one of the most significant sectors in enhancing India’s global profile as well as contributing to the growth of the economy.

India is among the top 12 biotech destinations in the world and ranks third in the Asia-Pacific region. India has the second-highest number of US Food and Drug Administration (USFDA)–approved plants, after the USA and is the largest producer of recombinant Hepatitis B vaccine. Out of the top 10 biotech companies in India (by revenue), seven have expertise in biopharmaceuticals and three nauthoriz in agri-biotech.

India has no dearth of talent in biotechnology, as a number of institutions, both government and autonomous, provide the necessary opportunities for the students seeking to obtain a degree in this sector. The Government of India has provided adequate scope to this sector by providing facilities for Research and Development (R&D) in the field of biotechnology.

Market size

The Indian biotech industry holds about 2 per cent share of the global biotech industry. The biotechnology industry in India, comprising about 800 companies, is valued at US\$ 11 billion and is growing at a Compound Annual Growth Rate (CAGR) of 20 per cent. The government has to invest US\$ 5 billion to develop human capital, infrastructure and research initiatives if it is to realize the dream of growing the sector into a US\$ 100 billion industry by 2025, as per Union Minister for Science and Technology Dr Harsh Vardhan.

Biopharma is the largest sector contributing about 64 per cent of the total revenue followed by bioservices (18 per cent), bio-agri (14 per cent), bio-industry (3 per cent), and bioinformatics contributing (1 per cent). The high demand for different biotech products has also opened up scope for the foreign companies to set up base in India. India has emerged as a leading destination for clinical trials, contract research and manufacturing activities owing to the growth in the bioservices sector.

Opportunities and challenges

The Government of India has taken several initiatives to improve the biotechnology sector in the country as well as offer enough scope for research in this field. The Department of Biotechnology (DBT) along with other government funded institutions such as National Biotechnology Board (NBTB) and many other autonomous bodies representing the biotechnology sector, are working together in order to project India as a global hub for biotech research and business excellence.

The National Science and Technology Policy of the Government and the Vision Statement on Biotechnology issued by the Department of Biotechnology have directed notable interventions in the public and private sectors to foster life sciences and biotechnology. There has been substantial progress in terms of support for R&D, human resource generation and infrastructure development over the past decade. With the introduction of the product patent regime it is imperative to achieve higher levels of innovation in order to be globally competitive. The challenge now is to join the global biotech league.

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

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

2. BOARD OF DIRECTORS

The constitution of the Board is given below:

Name of the Director	Status	No. of other public Directorships (*)	No. of Board Committee position held in other Public Limited Companies
Dr.K. Koteswara Rao	Chairman & Managing Director	Nil	Nil
Mr.Sarang Subhash Puranik	Director	Nil	Nil
Mr.Shyam Shankar Das	Director	Nil	Nil
Ms. Sujana Kadium	Director	1	1

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

3. AUDIT COMMITTEE

An Audit Committee of the Company was constituted. The said committee comprises of three directors Dr K Koteswara Rao, Mr. Sarang Subhash and Ms. Sujana Kadium.

TERMS OF REFERENCE

The terms of reference of the Audit Committee include:

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

During the financial year ended 31st March 2016 four meetings of the Committee were held on 30th May 2015, 11th August 2015, 13th November 2015, 8th February 2016. The attendance of each member of the Committee is given below:



NAME OF THE DIRECTOR	NO. OF MEETINGS ATTENDED
Dr K Koteswara Rao	4
Mr Sarang Puranik	4
Ms. Sujana Kadium	2

4. SHARE TRANSFER COMMITTEE

The Stakeholders Relationship Committee comprising Dr K Koteswara Rao and Ms.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.

COMPLIANCE OFFICER

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

5. REMUNERATION OF DIRECTORS

The details of remuneration paid to Directors are given below:

Name of the Director	Relationship with other Directors	Sitting Fee (Rs.)	Salary & Perks (Rs.)	Total (Rs.)
Dr K Koteswara Rao	None	0	0	0
Mr.Sarang Subhash Puranik	None	2000/-	1,080,000/-	1,082,000/-
Mr.Shyam Shankar Das	None	4000/-	1,800,000/-	1,804,000/-
Ms. Sujana Kadium	None	20,000/-	0	20,000/-
Total		26,000/-	2,880,000/-	2,906,000/-

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

The Board of Directors of the company met 6 (Six) times during the last financial year i.e., 17th April 2015, 30th May 2015, 14th August 2015, 04th September 2015 and 13th November, 2016 and 15th February, 2016 The company placed before the Board the annual operating plans and budgets and performance of the company from time to time. Information, which is materially important were placed before the Board Meeting as and when the same takes place

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

NAME OF THE DIRECTOR	ATTENDANCE AT BOARD MEETINGS	ATTENDANCE AT ANNUAL GENERAL MEETING
Dr K Koteswara Rao	6	YES
Mr.Sarang Puranik	6	YES
Mr.Shyam Shankar Das	5	YES
Ms. Sujana Kadium	5	YES

7. DISCLOSURES

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

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

8. MEANS OF COMMUNICATION

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

The company has a website www.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.

9. 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. 68 , 69, & 70, Anrich Industrial Area IDA Bollaram, Medak District. A.P.
B	Annual General Meeting Date & Time Venue	30th September 2016 at 11.30 AM Plot No. 68 , 69, & 70, Anrich Industrial Area IDA Bollaram, Medak District. A.P.
C	Financial Calendar Financial Reporting for Quarter ending June 30, 2015 Quarter ending September, 30 2015 Quarter ending December, 31 2015 Quarter ending March 31, 2016 Annual General meeting for FY ended 31st March 2016	Third week of August 2015 Third week of November 2015 Third week of February 2016 Fourth week of May 2016 30th September 2016
D	Date of Book Closure	Wednesday the 28th September 2016 to Friday the 30th September 2016
E	Dividend Payment Date	Not Applicable
F	Listing on Stock Exchange	Bombay Stock Exchange Limited P J Towers, Dalal Street, Mumbai – 400 001.
G	Stock Code	526139
H	Stock Market Data	The Company's shares are regularly traded on The Bombay Stock Exchange Limited. The 52 week high low has been Rs.3.79 and Rs.1.55 respectively.
I	Registrar and Share Transfer Agents	M/S Bigshare Services Pvt. Ltd. 306, 3rd Floor, Right Wing, Amrutha Ville, Bhavan Road Somajiguda, Hyderabad – 500082
J	Share Transfer System	Generally the shares have been transferred and returned in 30 days from the date of receipt, so long as the documents have been clear in all respects.
K	Stakeholders Relationship Committee	The Stakeholders Relationship Committee generally meets once in a fortnight.
L	Investor Relations	The Company has been maintaining good investor relations.

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M) Distribution of shareholding as on 31st March 2016

Share Holder or Debenture Holding of nominal Value of		Share Holder or Debenture Holding of nominal Value of		Share / Debenture Amount	
Rs. (1)	Rs.	Number (2)	% of Total (3)	Number (4)	% of Total (5)
Upto - 5000		7172	60.48	1294176	1.71
5001 - 10000		1465	12.35	1291501	1.7
10001 - 20000		1035	8.72	1711195	2.26
20001 - 30000		478	4.03	1260806	1.66
30001 - 40000		238	2.00	875206	1.15
40001 - 50000		315	2.66	1520706	2.00
50001 - 100000		506	4.28	3902714	5.15
100001 and above		650	5.48	63913696	84.37
TOTAL		11859	100.00%	75770000	100%

N	Dematerialisation of shares and liquidity	As on 31st March, 2016 out of the total shareholding of 7,57,70,000 equity shares. 6,52,87,506 equity shares representing 86.17% of equity shares are in nauthorized s form.
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O Particulars of Past Three AGMs

AGM	Year	Venue	Date	Time
25th	2015	Plot No. 68 , 69, & 70 Anrich Industrial Area IDA Bollaram, Medak District. A.P.	30th September 2015	3.30 P.M.
24th	2014	Plot No. 68 , 69, & 70 Anrich Industrial Area IDA Bollaram, Medak District. A.P.	31st December 2014	11.00 A.M.
23rd	2013	Plot No. 68 , 69, & 70 Anrich Industrial Area IDA Bollaram, Medak District. A.P.	26th September 2013	11.00 A.M.

P	Postal Ballot	No resolution requiring a postal ballot under Section 192 A of the Companies Act, 1956 was placed before the last AGM nor is being proposed to be passed at the ensuing AGM.
Q	Nomination Facility	Shareholders, holding shares in physical form and desirous of making/changing a nomination in respect of their shareholding in the company as permitted under Section 109A of the Companies Act 1956 are requested to submit to the Compliance Officer in the prescribed form 2B for this purpose, which can be furnished by the company on request.



R) SHAREHOLDING PATTERN FOR THE QUARTER ENDED: 31.03.2016

Sl. No	Category	No. of Shares held	Percentage Of Shareholding
A	Promoter's Holding		
1	Promoters Indian Promoters: Foreign Promoters:	16427902 NIL	21.68% NIL
2	Persons acting in concert		
	Sub-Total	16427902	21.68%
B	Public Share Holding – Institutions		
3	Institutional investors / Venture Capital Funds	NIL	NIL
A	Mutual Funds and UTI(Govt. Financial Institutions)	NIL	NIL
B	Banking, Financial Institutions/Insurance Companies(Central/ State Government Institutions/ Non-Government Institutions)	NIL	NIL
C	Foreign Institutional Investor	NIL	NIL
	Sub-Total	0	0
	Public Share Holding – Non-Institutions		
4	Others		
a.	Private corporate Bodies	2946765	3.89%
b.	Indian Public	49314044	65.08%
c.	NRIs/OCBs	510951	0.67%
d.	Any other (Clearing Member)	299688	0.40%
e.	GDR	6270000	8.28%
F	Trusts	650	0.00
	Sub-Total	59342098	78.32%
	Grand Total	75770000	100.00 %

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

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

T) **REGISTERED OFFICE**

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

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

TRANSGENE BIOTEK LIMITED

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



MANAGEMENT RESPONSIBILITY STATEMENT

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2016 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal control. We have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take and rectify the identified deficiencies and,
4. However, there are inherent limitations that should be recognized in weighing the assurances provided by any system of internal controls. These financial statements have been audited by M/s. Gopal & Rajan, Chartered Accountants, Hyderabad, the Statutory Auditors of the Company.

By the Order of the Board
For TRANSGENE BIOTEK LIMITED

Sd/-

Dr. K. KOTESWARA RAO

CHAIRMAN & MANAGING DIRECTOR

PLACE: HYDERABAD

DATE: 02.09.2016

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, 2016.

By the Order of the Board
For TRANSGENE BIOTEK LIMITED

Sd/-

Dr. K. KOTESWARA RAO

CHAIRMAN & MANAGING DIRECTOR

PLACE: HYDERABAD

DATE: 02.09.2016

**ANNEXURE TO THE REPORT OF THE DIRECTORS
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, 2016, 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 GOPAL & RAJAN
CHARTERED ACCOUNTANTS
FRN 000953S

Sd/-

K. Goutham Subbaiah

Partner

Membership No:203237

Place Hyderabad
Date: 02-09-2016



**Form MR-3
SECRETARIAL AUDIT REPORT**

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

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

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

1. We have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by M/s. Transgene Biotek Limited (hereinafter called as “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.
2. The company is engaged in the Research & Development of Innovative Molecules and Technologies and possesses a unit for pilot scale / commercial production of Active Pharmaceutical Ingredients (APIs) and different products.
3. Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the company, its officers, agents and nauthoriz representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the Audit Period covering the Financial Year ended 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
4. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Transgene Biotek Limited (hereinafter called as “the Company”) for the financial year from 1st April 2015 and ended with 31st March, 2016 (“Audit Period”) according to the provisions of :
 - i) The Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (the Act) and the Rules made there under;
 - ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) AND THE Rules made there under;
 - iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;

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- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and external Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme) Guidelines 1999.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - f) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (buyback of Securities) Regulations, 1998;

SEBI has passed an interim order during November, 2014 following its internal investigation on the Promoters and Directors of the Company inter alia refraining the Company from issuing / dealing with any securities. The Company has appealed against the same order.

The same interim order has been reconfirmed in March 2016 after the personal hearing by the Whole Time Director, Sri Rajeev Agarwal.

During this period the Company has sought and received opinion from the Ex-Joint Director, Forensic Section of AP Police Department stating that the Letters of Instruction submitted to the bank were indeed forged. Based on the newly evident opinion from forensic expert, an appeal was made to the Securities Appellate Tribunal (SAT) with a plea to stay the operation and effect of the Impugned Order pending disposal of the Appeal.

Apart from the actions taken by the management at SAT, an FIR was initially filed at the local police station of the company but the said PS has closed the complaint after more than one year stating that due to their limited resources and knowledge in investigating such matters hence unable to investigate the matter further.



The Company therefore now is seeking the help of Central Crime Investigation department in the State of Telangana with a request to investigate the case, identify the main culprits and help in recovering the looted funds.

In addition to the above actions undertaken, the management has engaged the services of an experienced and highly reputed legal firm in Britain for the recovery of funds from all the concerned entities that helped in siphoning out the funds from the account of Transgene Biotek at Investec Bank, Zurich, Standard Chartered Bank, Singapore and from the Lead manager of the GDR issue Fundabilis GmbH.

i) The following other laws as specifically applicable in the view of the Management.

- (i) Income Tax act, 1961
 - (ii) Central Sales Tax Act, 1956
 - (iii) Telangana & Andhra Pradesh Value Added Tax
 - (iv) The payment of bonus Act, 1965
 - (v) Telangana & Andhra Pradesh Tax on Professions, Trades, Callings and Employments Act, 1987
 - (vi) Customs Act, 1962
 - (vii) Finance Act, 1994 (Service Tax)
 - (viii) Factories Act, 1948
 - (ix) Industrial Disputes Act, 1947
 - (x) Minimum Wages Act, 1948
 - (xi) The Payment of Gratuity Act, 1972
 - (xii) The Payment of Wages Act, 1936
 - (xiii) The Maternity Benefit Act, 1961
 - (xiv) A.P Shops & Establishment Act, 1988
 - (xv) The National and Festival Holidays Act, 1963
 - (xvi) The Employees Provident fund and Miscellaneous provisions act, 1952
 - (xvii) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1956.
5. We have also examined compliance of the applicable Clauses of the Listing Agreements entered into by the Company with the BSE Limited.
6. We further report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. Mentioned above. However, please note for the Audit period the Company being a closely held Limited company following Acts, Rules and Regulations are not applicable.
- (i) SEBI (ICDR) Regulations, 2009 are not applicable, as there being no further issues of any securities.
 - (ii) SEBI (ESOS & ESOP) Guidelines, 1999 are not applicable, as there being no schemes of the Company under the said Guidelines.

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- (iii) SEBI (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable as there being no debt securities, which are listed on any of the recognized stock exchange.
- (iv) SEBI (Delisting of Equity Shares) Regulations, 2009 are not applicable, as there being not instances of delisting of equity Shares except de-recognition of Delhi Stock Exchange by the SEBI.
- (v) SEBI (Buyback of Securities) Regulations, 1998 are not applicable, as there being no instances of buy-back of shares.
- (vi) The Ministry of Corporate Affairs has not notified applicable Secretarial Standards under the Companies Act 2013, therefore, the same was not considered in the Audit.
- (vii) The compliance of other specific applicable laws as listed in 4 (V) (i) above, were relied on the basis of representations and compliance certificates issued by the Managing director compliance officers and other officials of respective / concerned Departments of the company.

7. We further report that:

- a. The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Company is yet to appoint another Independent Director. The management of the Company has explained that, in spite of its best efforts, no one is willing to join the Company as Independent Director keeping in view the SEBI Investigation on GDR issue and matters incidental to that. However, the management assured that they will keep their efforts constantly to appoint an Independent Director at the earliest.
 - b. Adequate Notice is given to all the Directors to Schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance.
 - c. There exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
 - d. Majority decision is carried through and there were not instances of dissenting members in the Board of Directors.
8. We further report that there exist adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
9. We further report that the Company is not regular in remitting undisputed statutory dues to the exchequer. The Amount(s) of arrears as on March 31st, 2016 are as follows:
- Income tax (Asst year 2009-2010) Rs.3.79 lakhs,
 - Income Tax (Asst Year 2011-2012) Rs.3.11 lakhs,
 - Fringe Benefit Tax Rs. 0.58 lakhs,
 - Income tax in the nature of TDS Rs. 13.87 lakhs,



- Service tax Rs. 9.51 Lakhs,
- CST payable Rs. 0.78 lakhs,
- PF Payable Rs. 1.50 Lakhs
- ESI Payable Rs. 1.20 Lakhs
- PT PT Payable Rs. 0.16 Lakhs

10. We further report that the disputed amount(s) payable by the Company to the exchequer is to the tune of Rs. 59.37 lakh - pertaining to the year 2002 – payable to the Customs Department as per the demand raised by the Department on account of non-fulfillment of export obligation. The matter is currently pending before CESTAT, Chennai. Similarly, based on the difference of opinion on the classification of the Service(s), there are two amounts, i.e., 76.15 lakh pertaining to FY 2011-12 and Rs. 7.36 lakh pertaining to FY 2010-11 are due to the Department subject to the resolution of the dispute on classification by the concerned authority.
11. 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.

DATE : 02/09/2016.
PLACE: Hyderabad,

MVR Murthy
Company Secretary
M.No. : F 8522
CP No. : 9552

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ANNEXURE – F

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED
ON 31ST MARCH 2016**

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

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



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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	6427902	10000000	16427902	21.68	6427902	10000000	16427902	21.65	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	16427902	10000000	16427902	21.68	16427902	10000000	16427902	21.65	0
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	NIL
h) Other-Individuals	0	0	0	0	0	0	0	0	NIL
i) Bodies Corp.	0	0	0	0	0	0	0	0	NIL
j) Banks / FI	0	0	0	0	0	0	0	0	NIL
k) Any Other....	0	0	0	0	0	0	0	0	NIL
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	NIL
b) Banks / FI	0	0	0	0	0	0	0	0	NIL
c) Central Govt	0	0	0	0	0	0	0	0	NIL
d) State Govt(s)	0	0	0	0	0	0	0	0	NIL
e) Venture Capital Funds	0	0	0	0	0	0	0	0	NIL
f) Insurance Companies	0	0	0	0	0	0	0	0	NIL
g) FIs	0	0	0	0	0	0	0	0	NIL
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	NIL
i) Others (specify)	0	0	0	0	0	0	0	0	NIL
Sub-total (B)(1)	0	0	0	0	0	0	0	0	NIL
2. Non Institutions									
a) Bodies Corp.	3443448	0	3443448	4.54	2946765	0	2946765	3.89	-0.66
(i) Indian									
(ii) Overseas									
b) Individuals									

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(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	10498193	96884	10595077	13.98	11315546	97384	11412930	15.06	1.08
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	37211080	703992	37915072	50.04	37516004	385110	37901114	50.02	-0.02
c) Others(Specify)	545137	0	545137	0.72	510951	0	510951	0.67	-0.05
i)Non Resident Indians									
ii)Clearing Members	572714	0	572714	0.76	299688	0	299688	0.4	-0.36
Trusts	650	0	650	0	650	0	650	0	0
Sub-total (B)(2)	52271222	800876	53072098	70.04	52589604	482494	53072098	70.04	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	58541222	800876	59342098	78.32	58859604	482494	59342098	78.32	0
C. Shares held by Custodian for GDRs & ADRs	6270000	0	6270000	8.28	6270000	0	6270000	8.28	0
Grand Total (A+B+C)	64969124	10800876	75770000	100	65287506	10482494	75770000	100	0

ii. Shareholding of Promoter

S. No	Names of the Shareholders	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Dr Koteswara Rao	15211902	20.08	0	15211902	20.08	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



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

S. No.	Particulars	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

V. INDEBTEDNESS: Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	593.40	807.20	-	1400.60
ii) Interest due but not paid	Nil	Nil	-	Nil
iii) Interest accrued but not paid	33.28	Nil	-	33.28
Total (i+ii+iii)	626.68	807.20		1433.88
Change in Indebtedness during the financial year				
- Addition	7.15	87.27		94.42
- Reduction	Nil	Nil		Nil
Net Change	7.15	87.27		94.42
Indebtedness at the end of the financial year				
i) Principal Amount	593.40	894.47		1487.87
ii) Interest due but not paid	Nil	Nil		Nil
iii) Interest accrued but not due	40.43	Nil		40.43
Total (i+ii+iii)	633.83	894.47		1528.30

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
		Sarang Subhash WTD	Shyam Shankar Das WTD	
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 I Profits in lieu of salary under section 17(3) Income- tax Act, 1961	10,80,000	18,00,000	28,80,000
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...Sitting fee	2000	4000	6000
5.	Others, please specify	NIL	NIL	NIL
6.	Total (A)	10,82,000	18,04,000	28,86,000
	Ceiling as per the Act			

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total
	Independent Directors – Ms. Sujana Kadium • Fee for attending board committee meetings • Commission • Others, please specify	20,000		20,000
	Total (1)			
	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	Nil		Nil
	Total (2)			
	Total (B)=(1+2)	20000		20000
	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	NOT APPLICABLE			
	I Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	NOT APPLICABLE			
3.	Sweat Equity	NOT APPLICABLE			
4.	Commission - as % of profit - others, specify...	NOT APPLICABLE			
5.	Others, please specify	NOT APPLICABLE			
6.	Total				

VII. 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					

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INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS
TRANSGENE BIOTEK LIMITED

Report on the Financial Statements

We have audited the accompanying Financial statements of TRANSGENE BIOTEK LIMITED ("the Company"), which comprises the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

- 1. Attention is brought to Note No. 9 to the Notes to Accounts under the heading “Non-Current Investments” amounting to Rs.9220.10 Lakhs made in the wholly owned subsidiary company viz. Transgene Biotech HK Limited (1,69,52,001 shares of US \$ 1 each). The accounts of the said subsidiary have not been audited as per the applicable local laws for the FY 2015-16 as explained by the management in the notes to accounts. In the absence of alternative methodologies to independently evaluate the same, we are unable to express an opinion whether the said sum as reflected under the above head is recoverable at the value at which it is stated. Management, as a prudent measure, made full provision in the books of accounts considering the above development.
- 2. Attention is also brought to the fact that Securities and Exchange Board of India (SEBI) had conducted Preliminary Inquiry on receiving certain complaints on the matter of GDRs issued by the Company and its utilization thereof, basically on the angle of protection of Investors’ interest. SEBI prima facie concluded that the GDR proceeds have been transferred by the Company, directly or indirectly, through foreign subsidiary for undisclosed purposes under the garb of consideration for technology transfer and consequently passed an interim Order inter alia, refraining the Company from issuing any securities. The Company has appealed against the said Order. We are unable to comment, at this stage, on the impact this Order will have on the Company as a going concern. We are also unable to quantify, at the stage, the financial impact of this Order on the Company, as the Management has informed us that the Company is in the process of taking steps for recovery of amounts raised in the GDR.
- 3. The findings of the SEBI as per their Order on the utilization/transfer of GDR proceeds for undisclosed purposes point out towards violations of the provisions of the Foreign Exchange Management Act as well as GDR approval conditions, the impact of which we are unable to quantify at this stage.
- 4. Attention is brought to the fact that there is an outstanding balance of Rs. 2302.00 lakhs which pertains to advance given to a Party out of the proceeds of GDR. Consequent to the order of the SEBI as aforesaid and the contention of the management that the payments were made without Company’s authorization or knowledge, we are unable to opine whether this amount is recoverable or not as we are unable to obtain confirmation from the concerned Party. However, the Management as a prudent measure, made full provision for the amount, in the Books of Account considering the above facts.

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Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of Section 143 (11) of the Act, based on the comments in the auditors' report of the Company and on the auditors' reports issued in accordance with the Order on subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. To the extent applicable As required by section 143(3) of the Act, 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.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, 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 of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g. With respect to the other matters included in the Auditor's Report and to our 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 financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Protection Fund.

For **GOPAL & RAJAN**
CHARTERED ACCOUNTANTS
FRN: 000953S
Sd/-
(CA.K.GOUTHAM SUBBIAH)
PARTNER
M.No.203237

Place: Hyderabad
Date: 02 September 2016



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

TRANSGENE BIOTEK LIMITED

1. (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 programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
2. (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.

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. The company has not granted any loan to the parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
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.
6. The maintenance of cost records have not been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 for the activities of the Company.
 - (a) The company is not regular in depositing undisputed statutory dues. The amount of arrears, as at 31st March, 2016 outstanding for a period of more than six months from the date they became payable are as mentioned below:

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- Income tax (Asst year 2009-2010) Rs. 3.79 lakhs,
- Income Tax (Asst Year 2011-2012) Rs. 3.11 lakhs,
- Fringe Benefit Tax Rs. 0.58 lakhs,
- Income tax in the nature of TDS Rs. 13.87 lakhs,
- Service tax Rs. 9.51 Lakhs,
- CST payable Rs. 0.78 lakhs,
- PF Payable Rs. 1.50 Lakhs
- ESI Payable Rs. 1.20 Lakhs
- PT Payable Rs. 0.16 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	Forum 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

- 1 In our opinion and according to the information and explanations given to us, there are no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013.
7. In our opinion, the company has accumulated losses as on 31st March, 2016 to the tune of Rs. 2153.84 Lakhs. The Company has incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.
8. In our opinion and according to the information and explanations given to us, the company has defaulted in repayment of dues to financial institutions and banks.
- The Company is not regular in repayment of Term loans within due date and the loan accounts with Union bank of India had been classified as Non-Performing Asset by the bank due to non-payment as per payment schedule of Term loan and non-application of interest on the loan account after the account becoming NPA.
9. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.



10. According to the information and explanations given to us, the company has not obtained any Term Loans during the period under audit.
11. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For GOPAL & RAJAN
CHARTERED ACCOUNTANTS
FRN: 000953S

Sd/-
(CA.K.GOUTHAM SUBBIAH)
PARTNER
M.No.203237

Place: Hyderabad
Date: 02 September 2016

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Annexure – B 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 TRANSGENE BIOTEK LIMITED (“the Company”) as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management 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 (‘ICAI’). 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 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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 Company’s internal financial controls 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 (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 authorized orders 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, the Company has, in all material respects, has an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, 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 GOPAL & RAJAN
CHARTERED ACCOUNTANTS
FRN: 000953S

Sd/-
(CA.K.GOUTHAM SUBBIAH)
PARTNER
M.No.203237

Place: Hyderabad
Date: 02 September 2016

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow statement of TRANSGENE BIOTEK LIMITED, Hyderabad for the period ended 31st March, 2016. The statement has been prepared by the Company in accordance with the requirements of listing agreement clause 32 with Bombay Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by report of 2nd September, 2016 to the members of the Company.

For GOPAL & RAJAN
CHARTERED ACCOUNTANTS
FRN: 000953S

Sd/-
(CA.K.GOUTHAM SUBBIAH)
PARTNER
M.No.203237

Place: Hyderabad
Date: 02 September 2016



STANDALONE BALANCE SHEET AS AT 31ST MAR 2016

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

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	2	757,700,000	757,700,000
Reserves and Surplus	3	788,888,830	1,023,786,052
Non-Current Liabilities			
Long-term borrowings	4	63,383,618	62,668,640
Long term provisions	5	1,208,786,442	1,208,786,442
Current Liabilities			
Short-term borrowings	6	89,447,066	80,720,490
Trade payables	7	8,447,110	156,046,922
Other current liabilities	8	14,212,579	13,555,001
Total Equity and Liabilities		2,930,865,646	3,303,263,547
ASSETS			
Non-current assets			
Fixed assets			
(i) Tangible assets		34,589,982	51,413,446
(ii) Intangible assets		1,374,914,446	1,582,627,751
Capital work-in-progress		2,890,306	2,890,306
Non-current investments	9	922,009,728	922,009,728
Long term loans and advances	10	242,085,003	241,907,253
Other non-current assets	11	319,885,401	319,885,402
Current assets			
Inventories	12	654,043	661,543
Trade receivables	13	16,264,468	163,891,004
Cash and cash equivalents	14	294,435	301,386
Short-term loans and advances	15	17,277,834	17,675,728
Total Assets		2,930,865,646	3,303,263,547

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

As per our report attached

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

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

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

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S.Das
Director

Place: Hyderabad
Date: 02/09/2016

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STANDALONE PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MAR 2016

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

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
INCOME			
Revenue from operations	16	1,815,384	3,147,660
Other Income	17	1,683,000	180,000
Total Income		3,498,384	3,327,660
EXPENSES			
Cost of materials consumed	18	7,500	123,278
Purchase of Traded goods	19	-	-
(Increase)/decrease in finished stock	20	-	18,975
Employee benefit expenses	21	6,815,268	10,421,398
Financial costs	22	731,028	3,597,413
Depreciation and amortization expenses	23	205,023,453	171,805,093
Other expenses	24	6,305,041	7,660,707
Total Expenses		218,882,290	193,626,864
Profit before exceptional and extraordinary items and tax		(215,383,906)	(190,299,204)
Exceptional and extraordinary items		-	-
Profit before extraordinary items and tax		(215,383,906)	(190,299,204)
Extraordinary items		-	-
Prior Period Expenditure/(Income)		-	60,241
Profit before tax		(215,383,906)	(190,359,445)
Tax expense:			
Current tax expenses		-	-
Deferred tax charge / (credit)		-	-
Profit for the period		(215,383,906)	(190,359,445)
Earnings per Equity Share (Equity shares of par value Rs. 10 each)			
Basic		(2.84)	(2.51)
Diluted		(2.84)	(2.51)
Number of shares used in computing earnings per share			
Basic		75,770,000	75,770,000
Diluted		75,770,000	75,770,000

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

As per our report attached

For Gopal & Rajan

Chartered Accountants

Firm Registration No.000953S

Sd/-

K.Goutham Subbaiah

Partner

Membership No:203237

Place: Hyderabad

Date: 02/09/2016

For and on behalf of the board of Directors

Transgene Biotek limited

Sd/-

Dr. K. Koteswara Rao

Managing Director

Sd/-

S.S.Das

Director

**STANDALONE CASH FLOW STATEMENT**

Particulars	As at 31st March 2016		As at 31st March 2015	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		(215,383,906)		(190,359,445)
Adjustments for :				
Depreciation	205,023,453		171,805,093	
Interest and Finance charges	731,028		3,597,414	
Exchange rate difference from Invst abroad	-		-	
Interest received	-	205,754,481	-	175,402,507
Operating Profit before working Capital changes		(9,629,425)		(14,956,938)
Adjustments for :				
Decrease / (Increase) in Receivables	147,626,536		18,415,102	
Decrease / (Increase) in Inventories	7,500		60,830	
Decrease / (Increase) in other current assets	397,894		737,899	
Increase / (Decrease) in payables	(147,599,812)		(14,790,167)	
Increase / (Decrease) in Provisions and Other liabilities	9,384,154		1,068,744	
Sub Total		9,816,272		5,492,408
Cash generated from operations		186,847		(9,464,530)
Less : Direct Taxes paid		-		-
Net Cash from Operating Activities		186,847		(9,464,530)
CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets	-		-	
Product development expenditure	-		-	
Capital advances and Investments	(177,750)		(160,000)	
Interest received	-		-	
Net Cash from Investing Activities		(177,750)		(160,000)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of GDRs / Equity Shares	-		-	
Repayment of Working Capital Term Loan	-		9,458,300	
Proceeds / (repayment) Long term borrowings	-		-	
Interest Paid	(16,050)		(49,512)	
Net Cash from Financing Activities		(16,050)		9,408,789
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		(6,953)		(215,742)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		301,386		517,128
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		294,433		301,386

NOTE :

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

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

As per our report attached

For Gopal & Rajan

Chartered Accountants

Firm Registration No.000953S

Sd/-

K.Goutham Subbaiah

Partner

Membership No:203237

Place: Hyderabad

Date: 02/09/2016

For and on behalf of the board of Directors

Transgene Biotek limited

Sd/-

Dr. K. Koteswara Rao

Managing Director

Sd/-

S.S.Das

Director

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Notes to financial statements for the Year ended 31st March 2016

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

2. SHARE CAPITAL

PARTICULARS	As at 31st March 2016		As at 31st March 2015	
Authorised :				
Equity Shares (7,60,00,000 Shares of Rs.10 each)	760,000,000		760,000,000	
(Previous year 7,60,00,000 equity shares)	760,000,000		760,000,000	
Issued, subscribed and paid-up :				
Equity Shares				
(7,57,70,000 shares of Rs.10 each fully paid up)	757,700,000		757,700,000	
(Previous year 7,57,70,000 equity shares)				
Share Application Money	-		-	
	757,700,000		757,700,000	

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

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

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

PARTICULARS	As at 31st March 2016		As at 31st March 2015	
	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of year	75,770,000	757,700,000	75,770,000	757,700,000
	-	-	-	-
Shares outstanding at the end of the year	75,770,000	757,700,000	75,770,000	757,700,000

Name of the Shareholders	As at 31st March 2016		As at 31st March 2015	
	Number of shares	% of Shareholding	Number of shares	% of Shareholding
Dr. K. Koteswara Rao	16,427,902	21.68%	16,427,902	21.68%
Polavarapu vikram	8,732,171	11.52%	8,732,171	11.52%
The Bank of New york Mellon, DR	6,270,000	8.28%	6,270,000	8.28%

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



3. RESERVES AND SURPLUS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Security Premium account :		
Balance brought forward	1,388,092,501	1,388,092,501
Additions during the year	-	-
	1,388,092,501	1,388,092,501
Less: Expenses incurred for issue of securities	-	-
Closing balance at the end of the year	1,388,092,501	1,388,092,501
Capital Reserve		
Balance Brought forward	891,265,401	891,265,401
Additions during the year	-	-
Closing balance at the end of the year	891,265,401	891,265,401
Warrants Forfeiture reserves		
Balance brought forward	12,250,000	12,250,000
Additions during the year	-	-
Closing balance at the end of the year	12,250,000	12,250,000
Exchange Translation Reserve	116,288,237	116,288,237
Profit & Loss account		
Balance brought forward	-1,384,110,087	-1,193,750,642
Add : Profit during the year	-215,383,906	-190,359,445
Add: Decrease in Retained Earnings		
Due to revision of Depreciation	-19,513,317	-
Closing balance in P & L Account	-1,619,007,309	-1,384,110,087
	788,888,830	1,023,786,052

4. LONG TERMS BORROWINGS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Term Loan from Dept. Bio technology, Ministry of Science and Technology, Govt. of India	44,962,879	44,247,901
Working Capital Term Loan from UBI	18,420,739	18,420,739
	63,383,618	62,668,640

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

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

*** Interest has not been provided on the term loan obtained from UBI.

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5. LONG TERM PROVISIONS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Provision for Employees Retirement Benefits	411,958	411,958
Provision for Fringe Benefit Tax	58,368	58,368
Income Tax provision earlier years	56,102,138	56,102,138
Provision for Investments	1,152,213,978	1,152,213,978
	1,208,786,442	1,208,786,442

6. SHORT TERM BORROWINGS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Loans repayable on demand from parties		
From related parties	47,025,709	37,338,656
From others	42,421,357	43,381,834
	89,447,066	80,720,490

7. TRADE PAYABLES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Dues of Micro and Small Enterprises	-	-
Dues other than Micro and Small Enterprises	8,447,110	156,046,922
	8,447,110	156,046,922

8. OTHER CURRENT LIABILITIES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Other payables	11,507,781	10,274,942
Statutory Liabilities	2,704,798	3,280,059
	14,212,579	13,555,001



FIXED ASSETS UPTO 31ST MARCH 2016

Sl. No	PARTICULARS		GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As at 31.03.2015	Additions/ (Deletion) during the Year	As at 31.03.2016	Up to 31.03.2015	Depreciation for the on Deletions	Year ended 31.03.2016	Up to 31.03.2016	Retained Earnings	As at 31.03.2016	As at 31.03.2015		
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		
1	2,008,003	-	2,008,003	-	-	-	-	-	2,008,003	2,008,003		
2	36,335,703	-	36,335,703	20,074,415	324,904	20,399,319	44,306	15,892,078	16,261,288			
3	64,917	-	64,917	64,917	-	64,917	(3,246)	3,246	-			
4	1,726,618	-	1,726,618	1,711,554	-	1,711,554	(71,267)	86,331	15,064			
5	9,361,148	-	9,361,148	9,361,146	205,435	9,566,581	(918,120)	712,688	2			
6	1,635,361	-	1,635,361	840,859	-	840,859	712,734	81,768	794,502			
7	20,253,144	-	20,253,144	9,984,873	6,357,893	16,342,766	1,676,569	2,233,809	10,268,271			
8	84,885,199	-	84,885,199	62,833,520	1,492,913	64,326,433	7,017,756	13,541,010	22,051,679			
9	619,389	-	619,389	604,751	-	604,751	(16,412)	31,050	14,638			
Total (A)	156,889,482	-	156,889,482	105,476,035	-	8,381,145	113,857,180	8,442,319	34,589,982	51,413,447		
Intangible Assets												
1	996,700,000	-	996,700,000	199,340,000	-	99,670,000	299,010,000	-	697,690,000	797,360,000		
2	930,118,554	-	930,118,554	144,850,803	-	96,972,308	241,823,111	11,070,997	677,224,446	785,267,751		
Capital Work in Progress-												
	2,890,306	-	2,890,306	-	-	-	-	-	2,890,306	2,890,306		
Total (B)	1,929,708,860	-	1,929,708,860	344,190,803	-	196,642,308	540,833,111	11,070,997	1,377,804,752	1,585,518,057		
Total (A+B)	2,086,598,342	-	2,086,598,342	449,666,838	-	205,023,453	654,690,291	19,513,317	1,412,394,734	1,636,931,504		

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9. NON CURRENT INVESTMENTS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
In Subsidiaries, Un-Quoted Transgene Biotek HK Limited (16,952,001 Shares of US\$ 1.00 each)	922,009,728	922,009,728
	922,009,728	922,009,728

10. LONG TERM LOANS AND ADVANCES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
(Unsecured, considered good except stated Otherwise) Advance for acquiring for Technologies/ Patents/Know-how	233,452,253	233,452,253
Earnest Money Deposit with Govt/ Other authorities	8,632,750	8,455,000
	242,085,003	241,907,253

11. OTHER NON-CURRENT ASSETS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
(Unsecured, considered good except stated Otherwise) Product Development Expenditure	302,408,768	302,408,769
Technology Development cost	17,476,633	17,476,633
	319,885,401	319,885,402

12. INVENTORIES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
(Value at lower of cost and net realizable value) Raw Material and Consumables	514,328	521,828
Finished Goods	139,715	139,715
	654,043	661,543

13. TRADE RECIVABLES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
(Unsecured, considered good except stated Otherwise)	-	-
Debts outstanding for a period exceeding six months from the date they are due for payment	16,264,468	163,891,004
Other Debts	16,264,468	163,891,004



14. CASH AND CASH EQVALENTS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Cash on Hand	7,061	17,467
Balance with Schedule Banks		
In current accounts	256,676	253,221
In deposit accounts	698	698
Balance with Non Scheduled Banks	30,000	30,000
	294,435	301,386

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Balance with Banks in current accounts		
Axis Bank Ltd - 911020057235469	44,768	24,823
Axis Bank Ltd - 913020044397910	-	1,941
Bank of India -Nidadavolu	179,718	190,186
Bank of India -Tadepalligudem	4,054	8,136
Indus Ind Bank	10,500	10,500
Union Bank of India	7,636	7,636
Yes Bank	10,000	10,000
	256,676	253,221
In deposit accounts		
Union Bank of India (SIBRI)	698	698
	698	698
Balance with Non Scheduled Banks		
HSBC	30,000	30,000
	30,000	30,000
	287,375	283,919

15. SHORT TERM LOANS AND ADVANCES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Unsecured, Considered good		
Rent Deposits	50,000	250,000
Advance to Suppliers	9,263,703	9,493,644
CENVAT Credit Recievable	162,037	129,614
With Holding Tax Receivables	1,065,264	1,065,264
VAT Credit Recievable	59,527	59,902
Capital advance	6,677,303	6,677,303
	17,277,834	17,675,727

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16. REVENUE FROM OPERATIONS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Diagnostic Services	1,807,884	3,147,660
Sales of Products (Net of Taxes and Duties)	7,500	-
	1,815,384	3,147,660

17. OTHER INCOME

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Facility Rental Charges	1,683,000	180,000
Interest earned	-	-
Forex gain on Capital Advances	-	-
	1,683,000	180,000

18. COST OF MATERIAL CONSUMED

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Opening Stock	521,828	563,683
Add: Purchases	-	81,426
	521,828	645,106
Less: Closing Stock	514,328	521,828
	7,500	123,278
Less: Material Consumed for Product Development	-	-
	7,500	123,278

19. PURCHASE OF TRADED GOODS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Opening Stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
	-	-

20. (INCREASE)/DECREASE IN FINISHED GOODS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Traded, Raw material and Finished Goods Inventories at the end of the year		
Traded Goods	-	-
Finished Goods	139,715	139,715
Raw material and Consumables	139,715	139,715
Inventories at the beginning of the year		
Raw material and Consumables	-	-
Finished Goods	139,715	158,690
	139,715	158,690
	-	18,975

**21. EMPLOYEE BENEFIT EXPENSES**

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Salaries, wages and bonus	6,297,620	7,971,394
Contribution to provident fund and other funds	255,559	291,902
Gratuity expenses	-	-
Leave Encashment expenses	-	-
Staff welfare expenses	262,089	2,158,102
	6,815,268	10,421,398

22. FINANCIAL COSTS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Interest to Banks and Financial institutions	714,978	3,547,901
Bank charges	16,050	49,512
	731,028	3,597,413

23. DEPRECIATION AND AMORTIZATION EXPENSE

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Depreciation as per Companies Act	205,023,453	171,805,093
Depreciation transferred to Product Development exp.	-	-
	205,023,453	171,805,093

24. OTHER EXPENSES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Consumables	-	70,237
Power and Fuel	1,024,634	1,600,621
Rates, Taxes and Fees	530,096	346,874
Printing and Stationery	56,439	100,219
Postage and Telephone	147,396	174,028
Insurance	-	20,190
Legal and Professional charges	2,076,070	461,767
Remuneration to Auditors	185,048	197,413
Rebate and Discounts	45,535	96,558
Travelling, Transport and Conveyance	276,891	612,899
Vehicle maintenance and hire charges	50	132,000

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Referral expenses	-	228,516
Advertisement	149,184	90,900
R & D Expenses	-	761,503
Repairs & Maintenance	161,916	240,725
Lab Maintenance	22,538	61,543
Lab Maintenance - Diagnostic Centres	244,851	562,987
Office Maintenance	172,154	157,429
Security Charges	-	140,032
Adminstration expenses	-	125,000
Business promotion expenses-HO	486,301	326,859
Business Promotion expenses-Lab Service Centres	698,844	1,103,531
Misc. Expenses	27,094	48,876
	6,305,041	7,660,707

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

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

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

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S Das
Director

Place: Hyderabad
Date: 02/09/2016



1. SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

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

1. FIXED ASSETS AND DEPRECIATION:

Fixed Assets are stated at cost of acquisition, less accumulated depreciation and impairment losses, if any. The cost of the assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for intended use and other incidental expenses incurred up to that date.

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation / amortization is charged on a straight line basis so as to write-off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2015, the carrying amount as on April 1, 2015 is depreciated over the remaining useful life based on an evaluation.

The depreciation of assets is calculated as per the Companies Act 2013 retrospectively on the whole value of the block of assets and difference of depreciation arrived at has been transferred to the retained earnings / Depreciation account appropriately.

2. REVENUE RECOGNITION

Revenue for the company is in the form of Facility rental and Medical diagnostic services. Revenue from sales and services are recognized on formal acceptance by the customer/patient.

3. INVENTORIES

Raw Materials/Inventory - At Cost or the net realizable value whichever is less.

Cost is determined on a First in First out basis.

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

4. PRODUCT DEVELOPMENT EXPENDITURE

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

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(Amount in Rs)

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

* Total amount incurred on development of products during 2015-16

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

5. RETIREMENT BENEFITS

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

6. INTERNALLY GENERATED INTANGIBLE ASSETS

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

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

7. EARNINGS PER SHARE

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

8. CASH FLOW STATEMENT

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

9. INCOME-TAX

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.

**B. NOTES FORMING PART OF THE ACCOUNTS**

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

2. Contingent Liabilities are not provided for in respect of

Particulars	2015-16	2014-15
(i) Customs Duty Demands disputed by the Company	59.37	59.37
(ii) Claims against the company not acknowledged as debts	40.00	40.00

During the year 2014-15 one of the Employee of the Company sustained severe burns in a fire incident in the Company. The Company helped him financially for hospitalization and treatment after which he was discharged from the hospital. However, after the discharge, for some unknown reasons he contracted infection and died while being treated for that. His family approached Labour Court claiming an unspecified amount for his death from the Company. No amount is provided for in books of account for the same as the Company is not sure of the liability.

3. The Department of Biotechnology has sanctioned a loan amount of Rs.4.07 crores under Small Business Innovative Research Initiative (SBIRI) scheme for the novel technology upgradation of oralstat research, for which a charge against movable and Immovable assets acquired from utilization of the said loan amount has been created. An amount of Rs 42,62,879 is demanded by SIBRI towards interest for which a provision has been made .

4. 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.

5. The following are the Related Party Disclosures as per the AS-18 as notified under the Companies Act 2013.

A) Key managerial personnel:

Dr. K. Koteswara Rao : Managing Director

B) Relatives of key managerial personnel:

K. Lakshmidhar Rao : Son of Managing director

K. Nirmala Rao : Wife of Managing director

K. Srinivasa Rao : Son of Managing Director

C) Subsidiaries

Transgene Biotek HK Limited : Wholly owned subsidiary

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

Dr.K.K.Rao

Nature of transaction	Amount	Amount
Repayment of hand loan		0.00
Advances received by the company		38,34,269.00
Amounts spent on behalf of the company		3,65,815.00
		42,00,084.00

K.Laksmidhar Rao

Nature of transaction	Amount	Amount
Advances received by the company		26,18,710.00
Amounts spent on behalf of the company		2,79,263.00
		28,97,973.00

K.Nirmala Rao

Nature of transaction	Amount	Amount
Advances received by the company		24,39,000.00
Amounts Spent on behalf of the Company		1,67,612.00
Repayment of Hand Loan	1,80,000	
	1,80,000	26,06,612.00

K.Srinivasa Rao

Nature of transaction	Amount	Amount
Advances received by the company		1,50,000.00
Amounts Spent on Behalf of the Company		12,384.00
	0.00	1,62,384.00

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

7. Particulars of Capacities and Production

	Unit licensed	Installed	2015-16		2014-15	
			Production/ Purchase	Sales	Production	Sales
Bio Chemistry	Tests	129 Lacs	NA	NIL	NIL	NIL
Immunology	Tests	166 Lacs	NA	NIL	NIL	NIL
Elisa	Tests	293 Lacs	NA	NIL	NIL	NIL
Traded Goods	NA	NA	NIL	NIL	NIL	NIL



8. Segment reporting

	Diagnostic Services		CRO Services		API-DHA		Total	
	15-16 Amount	14-15 Amount	15-16 Amount	14-15 Amount	15-16 Amount	14-15 Amount	15-16 Amount	14-15 Amount
Revenue	18.08	31.48	-	-	-	-	18.08	31.48
Identifiable Operating Expenses	17.82	35.43	-	-	-	-	17.82	35.43
Segment Operating Income	0.26	(3.95)	-	-	-	-	0.26	(3.95)
Other Income (Facility Rental)			-	-	-	-	16.91	1.80
Total							17.16	(2.15)
Unallocable Expenses							2,171.00	1,901.44
Net Profit Before Tax							(2,153.84)	(1,903.59)

9. Auditor's Remuneration

Particulars	2015-16	2014-15
As Statutory Auditors	1,00,000	1,00,000
For Taxation matters	50,000	50,000
	1,50,000	1,50,000

10. Earnings Per Share

Particulars	2015-16	2014-15
a) Profit attributable to the Equity Share Holders	(21,53,83,906)	(19,03,59,445)
b) Weighted Average Number of equity shares at the end of the year		
-Basic	75,770,000	75,770,000
-Diluted	75,770,000	75,770,000
c) Earning per Equity Share of Rs.10/- each		
-Basic	(2.84)	(2.51)
-Diluted	(2.84)	(2.51)

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11. Remuneration to directors for the year ended 31.03.2016

(Amount in Rs. Lakhs)

Particulars	2015-16	2014-15
Salaries and Other Allowances		
Mr. S S Das	18.00	18.00
Mr. Sarang Puranik	10.80	10.80
Contribution to Provident fund		
Mr. S S Das	0.21	0.21
Mr. Sarang Puranik	0.21	0.21
	29.22	29.22

12. EXPENDITURE IN FOREIGN CURRENCY:

Particulars	2015-16	2014-15
Fee for Technical Services	Rs. 35,048	NIL
Lead Manager fee for GDR Issue	NIL	NIL

13. Particulars In Earnings in Foreign Currency: NA

14. CIF Value of Imports: NA

15. Product Development Expenses comprise:

Personnel costs:	2015-16	2014-15
Salaries		
a) Bio- Therapeutics	-	-
b) NDDS-	-	-
c) Immunosuppressants	-	-
d) Vaccines	-	-
e) Statins	-	-
Total	-	-
Stores & Spare and Consumables		
a) Bio- Therapeutics	-	-
b) NDDS-	-	-
c) Immunosuppressants	-	-
d) Statins	-	-
Total	-	-



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

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

Particulars	UOM	2016	2015	2016	2015
Opening Stock	Kgs	NIL	NIL	661,543	722,373
Purchases	Kgs	NIL	NIL	NIL	NIL
Sales	Kgs	NIL	NIL	7,500	NIL
Closing Stock	Kgs	NIL	NIL	654,043	661,543

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

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18. There are no transactions in the subsidiary and in the view of hardship involved, the accounts have not been audited and have been stated at which they have been stated in the previous year.
19. Notes forming integral part of the Balance Sheet and Profit & Loss Account have been duly authenticated.

As per our report attached

For Gopal & Rajan
Chartered Accountants
Firm Registration No.

For and on behalf of the board of Directors

Transgene Biotek Limited

Sd/-

K.Goutham Subbaiah
Partner
Membership No:203237

Sd/-

Dr. K. Koteswara Rao
Managing Director

Sd/-

S.S Das
Director

Place: Hyderabad

Date: 02/09/2016



Independent Auditors' Report (Consolidated)

TO,
THE MEMBERS OF
TRANSGENE BIOTEK LIMITED AND ITS SUBSIDIARY

Report on the Financial Statements

We have audited the attached Consolidated Balance Sheet of M/s TRANSGENE BIOTEK LIMITED ('the Company') and its subsidiary, which comprise the Consolidated Balance Sheet as at March 31, 2016, Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date and a summary of Significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

We did not audit the financial statements of the subsidiary, whose financial statements reflect their share of total assets of Rs.11,210.08 Lakhs as on 31st March, 2016. Further, an amount of Rs.11,209.22 Lakhs was given as Advances for development of technology by the Overseas Subsidiary Company out of GDR proceeds during the earlier year(s), which was not covered by our audit. During the year the books of Hong Kong branch of the company were not audited by the auditors since the auditors were not appointed for the year. Consequently, we are unable to express an opinion whether the consolidated financial statements, to the extent mentioned above, show a true and fair view of the state of affairs, loss and cash flows respectively.

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

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

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appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that we have not obtained any that is sufficient and appropriate to provide a basis for our audit opinion

Opinion

Since we have not received audit report of Transgene Biotek HK Limited we are unable to express an opinion on the consolidated financial statements of Transgene Biotek Limited for the FY 2015-16.

- i) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2016; and
- ii) In the case of the Consolidated Statement of Profit and Loss, of the consolidated Loss for the year ended on that date;
- iii) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For GOPAL & RAJAN
Chartered Accountants
Firm Regn No.000953S

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

Date: 02 September 2016
Place: Hyderabad



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2016

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

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	2	757,700,000	757,700,000
Reserves and Surplus	3	986,738,325	1,156,185,425
Non-Current Liabilities			
Long-term borrowings	4	63,383,618	62,668,640
Long term provisions	5	1,208,786,442	1,208,786,442
Current Liabilities			
Short-term borrowings	6	89,447,066	81,584,490
Trade payables	7	8,447,110	156,046,922
Other current liabilities	8	15,361,546	14,762,817
Total Equity and Liabilities		3,129,864,107	3,437,734,736
ASSETS			
Non-current assets			
Fixed assets			
(i) Tangible assets	9	34,589,982	51,413,448
(ii) Intangible assets		1,374,914,446	1,582,627,751
Capital work-in-progress		2,890,306	2,890,306
Long term loans and advances	10	1,363,007,035	1,298,306,972
Other non-current assets	11	319,885,400	319,885,400
Current assets			
Inventories	12	654,043	661,543
Trade receivables	13	16,350,627	163,972,204
Cash and cash equivalents	14	294,433	301,386
Short-term loans and advances	15	17,277,834	17,675,727
Total Assets		3,129,864,107	3,437,734,736

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

As per our report attached

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

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

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

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S.Das
Director

Place: Hyderabad
Date: 02/09/2016

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CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2016

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

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
INCOME			
Revenue from operations	16	1,815,384	3,147,660
Other Income	17	1,683,000	180,000
Total Income		3,498,384	3,327,660
EXPENSES			
Cost of materials consumed	18	7,500	123,278
Purchase of Traded goods	19	-	-
(Increase)/decrease in finished stock	20	-	18,975
Employee benefit expenses	21	6,815,268	10,421,398
Financial costs	22	731,028	3,597,414
Depreciation and amortization expenses	23	205,023,453	171,805,093
Other expenses	24	6,305,041	8,655,923
Total Expenses		218,882,290	194,622,080
Profit before exceptional and extraordinary items and tax		-215,383,906	-191,294,420
Exceptional and extraordinary items		-	-
Profit before extraordinary items and tax		-215,383,906	-191,294,420
Extraordinary items		-	-
Prior Period Expenditure/(Income)		-	60,241
Profit before tax		-215,383,906	-191,354,661
Tax expense:			
Current tax expenses		-	-
Deferred tax charge / (credit)		-	-
Profit for the period		-215,383,906	-191,354,661
Earnings per Equity Share (Equity shares of par value Rs. 10 each)			
Basic		-2.84	-2.53
Diluted		-2.84	-2.53
Number of shares used in computing earnings per share			
Basic		75,770,000	75,770,000
Diluted		75,770,000	75,770,000

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

As per our report attached

For Gopal & Rajan

Chartered Accountants

Firm Registration No.000953S

Sd/-

K.Goutham Subbaiah

Partner

Membership No:203237

Place: Hyderabad

Date: 02/09/2016

For and on behalf of the board of Directors

Transgene Biotek limited

Sd/-

Dr. K. Koteswara Rao

Managing Director

Sd/-

S.S.Das

Director

**CONSOLIDATED CASH FLOW STATEMENT**

Particulars	As at 31st March 2016	As at 31st March 2015
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(215,383,906)	(191,354,662)
Adjustments for :		
Depreciation	205,023,453	171,805,093
Interest and Finance charges	731,028	3,597,414
Exchange rate difference from Invst abraod	65,450,122	45,540,626
Interest received	271,204,604	220,943,133
Operating Profit before working Capital changes	55,820,698	29,588,471
Adjustments for :		
Decrease / (Increase) in Receivables	147,621,577	18,333,903
Decrease / (Increase) in Inventories	7,500	60,830
Decrease / (Increase) in other current assets	397,893	815,619
Increase / (Decrease) in payables	(147,599,812)	(14,790,167)
Increase / (Decrease) in Provisions and Other liabilities	8,461,305	1,236,686
Subtract Increase in Prepaid Expenses		
Other	8,888,463	-
Cash generated from operations	64,709,161	35,245,342
Less : Direct Taxes paid	-	-
Net Cash from Operating Activities	64,709,161	35,245,342
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets		-
Product development expenditure		-
Capital advances and Investments	(64,700,063)	(45,733,871)
Interest received		-
Net Cash from Investing Activities	(64,700,063)	(45,733,871)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of GDRs / Equity Shares		-
Repayment of Working Capital Term Loan		10,322,300
Proceeds / (repayment) Long term borrowings		-
Interest Paid	(16,050)	(49,512)
Net Cash from Financing Activities	(16,049)	10,272,788
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(6,952)	(215,742)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	301,385	517,128
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	294,433	301,385

NOTE :

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

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

As per our report attached

For Gopal & Rajan

Chartered Accountants

Firm Registration No.000953S

Sd/-

K.Goutham Subbaiah

Partner

Membership No:203237

Place: Hyderabad

Date: 02/09/2016

For and on behalf of the board of Directors

Transgene Biotech limited

Sd/-

Dr. K. Koteswara Rao

Managing Director

Sd/-

S.S.Das

Director

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Notes to financial statements for the Year ended 31st March 2016

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

2. SHARE CAPITAL

PARTICULARS	As at 31st March 2016		As at 31st March 2015	
Authorised :				
Equity Shares (7,60,00,000 Shares of Rs.10 each)	760,000,000		760,000,000	
(Previous year 7,60,00,000 equity shares)	760,000,000		760,000,000	
Issued, subscribed and paid-up :				
Equity Shares				
(7,57,70,000 shares of Rs.10 each fully paid up)	757,700,000		757,700,000	
(Previous year 7,57,70,000 equity shares)				
Share Application Money	-		-	
	757,700,000		757,700,000	

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

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

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

PARTICULARS	As at 31st March 2016		As at 31st March 2015	
	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of year	75,770,000	757,700,000	75,770,000	757,700,000
	-	-	-	-
Shares outstanding at the end of the year	75,770,000	757,700,000	75,770,000	757,700,000

Name of the Shareholders	As at 31st March 2016		As at 31st March 2015	
	Number of shares	% of Shareholding	Number of shares	% of Shareholding
Dr. K. Koteswara Rao	16,427,902	21.68%	16,427,902	21.68%
Polavarapu vikram	8,732,171	11.52%	8,732,171	11.52%
The Bank of New york Mellon, DR	6,270,000	8.28%	6,270,000	8.28%

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



3. RESERVES AND SURPLUS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Security Premium account :		
Balance brought forward	1,388,092,501	1,388,092,501
Additions during the year	-	-
	1,388,092,501	1,388,092,501
Less: Expenses incurred for issue of securities		-
Closing balance at the end of the year	1,388,092,501	1,388,092,501
Capital Reserve		
Balance Brought forward	891,265,401	891,265,401
Additions during the year		-
Closing balance at the end of the year	891,265,401	891,265,401
Warrants Forfeiture reserves		
Balance brought forward	12,250,000	12,250,000
Additions during the year		-
Closing balance at the end of the year	12,250,000	12,250,000
Exchange Translation Reserve	316,253,460	250,803,338
Profit & Loss account		
Balance brought forward	(1,386,225,815)	(1,194,871,152)
Add : Profit during the year	(215,383,906)	(191,354,662)
Add: Decrease in Retained Earnings		
Due to revision of Depreciation	(19,513,317)	
Closing balance in P & L Account	(1,621,123,037)	(1,386,225,815)
	986,738,325	1,156,185,425

4. LONG TERMS BORROWINGS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Term Loan from Dept. Bio technology, Ministry of Science and Technology, Govt. of India	44,962,879	44,247,901
Working Capital Term Loan from UBI	18,420,739	18,420,739
	63,383,618	62,668,640

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

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

*** Interest has not been provided on the term loan obtained from UBI.

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5. LONG TERM PROVISIONS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Provision for Employees Retirement Benefits	411,958	411,958
Provision for Fringe Benefit Tax	58,368	58,368
Income Tax provision earlier years	56,102,138	56,102,138
Provision for Investments	1,152,213,978	1,152,213,978
	1,208,786,442	1,208,786,442

6. SHORT TERM BORROWINGS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Loans repayable on demand from parties		
From related parties	47,025,709	38,202,656
From others	42,421,357	43,381,834
	89,447,066	81,584,490

7. TRADE PAYABLES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Dues of Micro and Small Enterprises	0	-
Dues other than Micro and Small Enterprises	8,447,110	156,046,922
	8,447,110	156,046,922

8. OTHER CURRENT LIABILITIES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Other payables	12,656,747	11,386,758
Statutory Liabilities	2,704,798	3,376,059
	15,361,546	14,762,817



SCHEDULE 9 FIXED ASSETS UPTO 31ST MARCH 2016

Sl. No	PARTICULARS		GROSS BLOCK		DEPRECIATION				NET BLOCK		
	As at 31.03.2015	Additions/ (Deletion) during the Year	As at 31.03.2016	Up to 31.03.2015	Depreciation for the on Deletions	Year ended 31.03.2016	Up to 31.03.2016	Retained Earnings	As at 31.03.2016	As at 31.03.2015	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
1	2,008,003	-	2,008,003	-	-	-	-	-	2,008,003	2,008,003	
2	36,335,703	-	36,335,703	20,074,415	-	324,904	20,399,319	44,306	15,892,078	16,261,288	
3	64,917	-	64,917	64,917	-	-	64,917	(3,246)	3,246	-	
4	1,726,618	-	1,726,618	1,711,554	-	-	1,711,554	(71,267)	86,331	15,064	
5	9,361,148	-	9,361,148	9,361,146	-	205,435	9,566,581	(918,120)	712,688	2	
6	1,635,361	-	1,635,361	840,859	-	-	840,859	712,734	81,768	794,502	
7	20,253,144	-	20,253,144	9,984,873	-	6,357,893	16,342,766	1,676,569	2,233,809	10,268,271	
8	84,885,199	-	84,885,199	62,833,520	-	1,492,913	64,326,433	7,017,756	13,541,010	22,051,679	
9	619,389	-	619,389	604,751	-	-	604,751	(16,412)	31,050	14,638	
Total (A)	156,889,482	-	156,889,482	105,476,035	-	8,381,145	113,857,180	8,442,319	34,589,982	51,413,447	
Intangible Assets											
1	996,700,000	-	996,700,000	199,340,000	-	99,670,000	299,010,000	-	697,690,000	797,360,000	
2	930,118,554	-	930,118,554	144,850,803	-	96,972,308	241,823,111	11,070,997	677,224,446	785,267,751	
Capital Work in Progress-Buildings(B)											
	2,890,306	-	2,890,306	-	-	-	-	-	2,890,306	2,890,306	
Total (B)	1,929,708,860	-	1,929,708,860	344,190,803	-	196,642,308	540,833,111	11,070,997	1,377,804,752	1,585,518,057	
Total (A+B)	2,086,598,342	-	2,086,598,342	449,666,838	-	205,023,453	654,690,291	19,513,317	1,412,394,734	1,636,931,504	

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10. NON CURRENT INVESTMENTS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
(Unsecured, considered good except stated Otherwise)		
Advance for acquiring for Technologies/ Patents/ Know-how	233,452,253	233,452,253
Earnest Money Deposit with Govt/ Other authorities	8,632,750	8,455,000
Advance towards acquisition of Capital Assets & Technical Know How	1,120,922,032	1,056,399,719
	1,363,007,035	1,298,306,972

11. OTHER NON-CURRENT ASSETS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
(Unsecured, considered good except stated Otherwise)		
Product Development Expenditure	302,408,768	302,408,769
Technology Development cost	17,476,633	17,476,633
	319,885,401	319,885,402

12. INVENTORIES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
(Value at lower of cost and net realizable value)		
Raw Material and Consumables	514,328	521,828
Finished Goods	139,715	139,715
	654,043	661,543

13. TRADE RECIVABLES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
(Unsecured, considered good except stated Otherwise)		
Debts outstanding for a period exceeding six months from the date they are due for payment	-	
Other Debts	16,350,627	163,972,204
	16,350,627	163,972,204

**14. CASH AND CASH EQVALENTS**

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Cash on Hand	7,061	17,467
Balance with Schedule Banks		
In current accounts	256,676	253,221
In deposit accounts	698	698
Balance with Non Schedule Bank	30,000	30,000
	294,435	301,386

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Axis Bank Ltd - 911020057235469	44,768	24,823
Axis Bank Ltd - 913020044397910	-	1,941
Bank of India -Nidadavolu	179,718	190,186
Bank of India -Tadepalligudem	4,054	8,136
Indus Ind Bank	10,500	10,500
Union Bank of India	7,636	7,636
Yes Bank	10,000	10,000
	256,676	253,221
In deposit accounts		
Union Bank of India (SIBRI)	698	698
	698	698
Balance with Non Scheduled Banks		
HSBC	30,000	30,000
Investic Bank (USA)	-	-
	30,000	30,000
	287,375	283,919

15. SHORT TERM LOANS AND ADVANCES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Unsecured, Considered good		
Capital Advance	6,677,303	6,677,303
Rent Deposits	50,000	250,000
Advance to Suppliers	9,263,703	9,493,644
CENVAT Credit Recievable	162,037	129,614
With Holding Tax Receivables	1,065,264	1,065,264
VAT Credit Recievable	59,527	59,902
Other receivables	-	-
	17,277,834	17,675,727

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16. REVENUE FROM OPERATIONS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Diagnostic Services	1,807,884	3,147,660
Sales of Products (Net of Taxes and Duties)	7,500	-
	1,815,384	3,147,660

17. OTHER INCOME

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Facility Rental Charges	1,683,000	180,000
	1,683,000	180,000

18. COST OF MATERIAL CONSUMED

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Opening Stock	521,828	563,683
Add: Purchases	-	81,423
	521,828	645,106
Less: Closing Stock	514,328	521,828
	7,500	123,278
Less: Material Consumed for Product Development	-	-
	7,500	123,278

19. PURCHASE OF TRADED GOODS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Opening Stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
	-	-

20. (INCREASE)/DECREASE IN FINISHED GOODS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Traded, Raw material and Finished Goods Inventories at the end of the year		
Traded Goods	-	-
Finished Goods	139,715	139,715
Raw material and Consumables	-	-
	139,715	139,715
Inventories at the beginning of the year		
Raw material and Consumables	-	-
Finished Goods	139,715	158,690
	139,715	158,690
	-	18,975

**21. EMPLOYEE BENEFIT EXPENSES**

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Salaries, wages and bonus	6,297,620	7,971,394
Contribution to provident fund and other funds	255,559	291,902
Gratuity expenses	-	-
Leave Encashment expenses	-	-
Staff welfare expenses	262,089	2,158,102
	6,815,268	10,421,398

22. FINANCIAL COSTS

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Interest to Banks and Financial institutions	714,978	3,547,901
Bank charges	16,050	49,512
	731,028	3,597,414

23. DEPRECIATION AND AMORTIZATION EXPENSE

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Depreciation as per IX note	205,023,453	171,805,093
Depreciation transferred to Product Development exp.	-	-
	205,023,453	171,805,093

24. OTHER EXPENSES

PARTICULARS	As at 31st March 2016	As at 31st March 2015
Conversion Charges	-	-
Consumables	-	70,237
Power and Fuel	1,024,634	1,600,621
Rates, Taxes and Fees	530,096	346,874
Printing and Stationery	56,439	100,219
Postage and Telephone	147,396	174,028
Insurance	-	20,190
Legal and Professional charges	2,076,070	1,421,767
Remuneration to Auditors	185,048	226,399
Rebate and Discounts	45,535	96,558
Travelling, Transport and Conveyance	276,891	612,899
Vehicle maintenance and hire charges	50	132,000
Referral expenses	-	228,516
Advertisement	149,184	90,900
R & D Expenses	-	761,503
Repairs & Maintenance	161,916	240,725

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Lab Maintenance - Diagnostic Centres	244,851	562,987
Lab Maintenance	22,538	61,543
Office Maintenance	172,154	157,429
Security Charges	-	140,032
Adminstration expenses	-	125,000
Business promotion expenses-HO	486,301	326,859
Business Promotion expenses-Lab Service Centres	698,844	1,103,531
Misc. Expenses	27,094	55,107
Interest on Statutory payments	-	-
	6,305,041	8,655,923

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

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

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

Sd/-
Dr. K. Koteswara Rao
Managing Director

Sd/-
S.S Das
Director

Place: Hyderabad
Date: 02/09/2016

**B. NOTES FORMING PART OF THE ACCOUNTS**

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

2. Contingent Liabilities are not provided for in respect of

Particulars	2015-16	2014-15
(i) Customs Duty Demands disputed by the Company	59.37	59.37
(ii) Claims against the company not acknowledged as debts	40.00	40.00

During the year 2014-15 one of the Employee of the Company sustained severe burns in a fire incident in the Company. The Company helped him financially for hospitalization and treatment after which he was discharged from the hospital. However, after the discharge, for some unknown reasons he contracted infection and died while being treated for that. His family approached Labour Court claiming an unspecified amount for his death from the Company. No amount is provided for in books of account for the same as the Company is not sure of the liability.

3. The Department of Biotechnology has sanctioned a loan amount of Rs.4.07 crores under Small Business Innovative Research Initiative (SBIRI) scheme for the novel technology upgradation of oralstat research, for which a charge against movable and Immovable assets acquired from utilization of the said loan amount has been created. An amount of Rs 42,62,879 is demanded by SIBRI towards interest for which a provision has been made .

4. 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.

5. The following are the Related Party Disclosures as per the AS-18 as notified under the Companies Act 2013.

A) Key managerial personnel:

Dr. K. Koteswara Rao : Managing Director

B) Relatives of key managerial personnel:

K. Lakshmidhar Rao : Son of Managing director

K. Nirmala Rao : Wife of Managing director

K. Srinivasa Rao : Son of Managing Director

C) Subsidiaries

Transgene Biotek HK Limited : Wholly owned subsidiary

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

Dr.K.K.Rao

Nature of transaction	Amount	Amount
Repayment of hand loan		0.00
Advances received by the company		38,34,269.00
Amounts spent on behalf of the company		3,65,815.00
		42,00,084.00

K.Laksmidhar Rao

Nature of transaction	Amount	Amount
Advances received by the company		26,18,710.00
Amounts spent on behalf of the company		2,79,263.00
		28,97,973.00

K.Nirmala Rao

Nature of transaction	Amount	Amount
Advances received by the company		24,39,000.00
Amounts Spent on behalf of the Company		1,67,612.00
Repayment of Hand Loan	1,80,000	
	1,80,000	26,06,612.00

K.Srinivasa Rao

Nature of transaction	Amount	Amount
Advances received by the company		1,50,000.00
Amounts Spent on Behalf of the Company		12,384.00
	0.00	1,62,384.00

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

7. Particulars of Capacities and Production

	Unit licensed	Installed	2015-16		2014-15	
			Production/ Purchase	Sales	Production	Sales
Bio Chemistry	Tests	129 Lacs	NA	NIL	NIL	NIL
Immunology	Tests	166 Lacs	NA	NIL	NIL	NIL
Elisa	Tests	293 Lacs	NA	NIL	NIL	NIL
Traded Goods	NA	NA	NIL	NIL	NIL	NIL



8. Segment reporting

	Diagnostic Services		CRO Services		API-DHA		Total	
	15-16 Amount	14-15 Amount	15-16 Amount	14-15 Amount	15-16 Amount	14-15 Amount	15-16 Amount	14-15 Amount
Revenue	18.08	31.48	-	-	-	-	18.08	31.48
Identifiable Operating Expenses	17.82	35.43	-	-	-	-	17.82	35.43
Segment Operating Income	0.26	(3.95)	-	-	-	-	0.26	(3.95)
Other Income (Facility Rental)			-	-	-	-	16.91	1.80
Total							17.16	(2.15)
Unallocable Expenses							2,171.00	1,901.44
Net Profit Before Tax							(2,153.84)	(1,903.59)

9. Auditor's Remuneration

Particulars	2015-16	2014-15
As Statutory Auditors	1,00,000	1,00,000
For Taxation matters	50,000	50,000
	1,50,000	1,50,000

10. Earnings Per Share

Particulars	2015-16	2014-15
a) Profit attributable to the Equity Share Holders	(21,53,83,906)	(19,03,59,445)
b) Weighted Average Number of equity shares at the end of the year		
-Basic	75,770,000	75,770,000
-Diluted	75,770,000	75,770,000
c) Earning per Equity Share of Rs.10/- each		
-Basic	(2.84)	(2.51)
-Diluted	(2.84)	(2.51)

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11. Remuneration to directors for the year ended 31.03.2016

(Amount in Rs. Lakhs)

Particulars	2015-16	2014-15
Salaries and Other Allowances		
Mr. S S Das	18.00	18.00
Mr. Sarang Puranik	10.80	10.80
Contribution to Provident fund		
Mr. S S Das	0.21	0.21
Mr. Sarang Puranik	0.21	0.21
	29.22	29.22

12. EXPENDITURE IN FOREIGN CURRENCY:

Particulars	2015-16	2014-15
Fee for Technical Services	Rs. 35,048	NIL
Lead Manager fee for GDR Issue	NIL	NIL

13. Particulars In Earnings in Foreign Currency: NA

14. CIF Value of Imports: NA

15. Product Development Expenses comprise:

Personnel costs:	2015-16	2014-15
Salaries		
a) Bio- Therapeutics	-	-
b) NDDS-	-	-
c) Immunosuppressants	-	-
d) Vaccines	-	-
e) Statins	-	-
Total	-	-
Stores & Spare and Consumables		
a) Bio- Therapeutics	-	-
b) NDDS-	-	-
c) Immunosuppressants	-	-
d) Statins	-	-
Total	-	-



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

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

Particulars	UOM	2016	2015	2016	2015
Opening Stock	Kgs	NIL	NIL	661,543	722,373
Purchases	Kgs	NIL	NIL	NIL	NIL
Sales	Kgs	NIL	NIL	7,500	NIL
Closing Stock	Kgs	NIL	NIL	654,043	661,543

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

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18. There are no transactions in the subsidiary and in the view of hardship involved, the accounts have not been audited and have been stated at which they have been stated in the previous year.
19. Notes forming integral part of the Balance Sheet and Profit & Loss Account have been duly authenticated.

As per our report attached

For Gopal & Rajan
Chartered Accountants
Firm Registration No.

For and on behalf of the board of Directors

Transgene Biotek Limited

Sd/-

K.Goutham Subbaiah
Partner
Membership No:203237

Sd/-

Dr. K. Koteswara Rao
Managing Director

Sd/-

S.S Das
Director

Place: Hyderabad

Date: 02/09/2016



TRANSGENE BIOTEK LIMITED

TRANSGENE BIOTEK LIMITED

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

PROXY FORM

Regd. Folio No./ DPID – Client ID No. _____

I/We _____ of _____ in the district of _____ being a member / members of Transgene Biotek Limited hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday, the September 30, 2016 at 11.00 A.M. at Plot No.68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District

Signed this _____ day of _____ 2016.

Signature

Affix
1 Rupee
Revenue
Stamp

Signature of Shareholder/s

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

TRANSGENE BIOTEK LIMITED

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

ATTENDANCE SLIP

Regd. Folio No. / DPID – Client ID No. _____

SHAREHOLDER’S NAME: _____
(in Block Capitals)

In case of Proxy _____

NAME OF PROXY: _____
(in Block Capitals)

No. of Shares held _____

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

I hereby record my presence at the Annual General Meeting of the Company held on Friday, the September 30, 2016 at 11.00 A.M. at Plot No.68, 69 & 70, Anrich Industrial Area, Bollaram, Medak District

Signature of Shareholder/s / Proxy

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

TWENTY SIXTH ANNUAL REPORT 2015-16

Form No. MGT- 12 POLLING PAPER

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

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

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

CIN: L85195TG1990PLC011065

BALLOT PAPER

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

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

S. No	Item No.	No of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Audited Accounts and Reports thereon for the financial year ended 31st March 2016.			
2.	Re-Appointment Sri Shyam Shankar Das as director of the Company			
3.	Re-Appointment Sri Sarang Subhash Puranik as director of the Company			
4.	Appointment of M/s S Gopal & Rajan, Chartered Accountants as statutory Auditors of the Company			
5.	Re-Appointment of M/s Sujana Kadium as Independent women director			
6.	Re-Appointment of Dr K. Koteswara Rao as Chairman & Managing Director of the Company			
7.	Sale of unused Assets of the Company.			
8.	Setting up a Subsidiary			

Place:

Date:

(Signature of the shareholder)

**PRINTED MATTER
REGISTERED POST / SPEED POST**



TRANSGENE
BIOTEK LIMITED
INNOVATING. FOR LIFE.

Regd. Office: Plot No. 68, 69 & 70, Anrich Industrial Area,
IDA, Bollaram, Medak Dist., T.S. - 502 325.
www.transgenebiotek.com