



Notice

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of Biocon Limited will be held on Thursday, July 23, 2009, at 3.30 p.m. at 'Sathya Sai Samskruta Sadanam', No. 20, Hosur Road, Near Forum Mall, Bangalore - 560 029, to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2009 and audited Profit and Loss Account for the year ended on that date together with the reports of the Directors and the Auditors thereon.
2. To approve payment of dividend of 60% i.e. Rs 3/- per equity share for the year ended March 31, 2009.
3. To appoint a director in place of Mr. John Shaw who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Suresh Talwar who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. The retiring auditors M/s. S R Batliboi & Associates, Chartered Accountants are eligible for re-appointment and have confirmed their willingness to accept office, if re-appointed.

By Order of the Board of Directors
For Biocon Limited

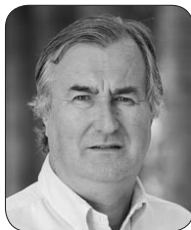
Place: Bangalore
Date: April 28, 2009.

Registered office:
20th KM, Hosur Road
Electronics City P. O.
Bangalore - 560 100
Karnataka, India

Kiran Mazumdar-Shaw
Chairman and Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members/proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
3. The Register of Directors Shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the members at the meeting.
4. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956 and all documents as mentioned in the resolutions and or explanatory statement will be available for inspection by the members at the registered office of the Company.
5. The Register of Members and Share Transfer Books of the Company will remain closed from July 15, 2009 to July 23, 2009 (both days inclusive).
6. Subject to the provisions of Section 206A of the Companies Act, 1956 dividend as recommended by the Board of Directors of the Company, if declared at the meeting, will be payable on or after July 24, 2009 to those members whose name appear on the Register of Members as on the opening of July 15, 2009.
7. **Payment of dividend through ECS:**
Members holding shares in Electronic (demat) form are advised to inform the particulars of their bank account and any change of address to their respective **Depository Participants only and not to the Company or to the Registrars.**
8. Members holding shares in **physical form** are advised to submit particulars of their bank account, viz. Name and address of the branch of the bank, 9 digit MICR code of the branch, type of account and account number and any change of address to the share transfer agents of the Company viz. Karvy Computershare Private Ltd. (Unit: Biocon Ltd.), Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.
9. Members are requested to address all correspondences, including dividend matters to the Share Transfer Agents, Karvy Computershare Private Ltd. (Unit: Biocon Ltd.), Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.
10. Members seeking any information relating to the Accounts may write to the Company at 20th KM, Hosur Road, Electronics City P.O., Bangalore - 560 100 for the attention to Company Secretary at least seven days before the date of the thirty first annual general meeting.

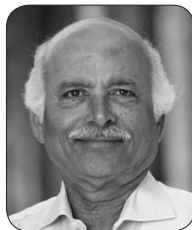
Information pursuant to revised Clause 49 of the listing agreement regarding the re-appointment of Directors:**Mr. John Shaw**

Mr. John Shaw, 60 years, Vice Chairman, is a foreign promoter and a whole-time director of the Company. He is also a controlling shareholder and director of Glentec International. He completed his M.A. (Hons.) in History and Political Economy from Glasgow University, U.K. in 1970. At the time of joining Biocon, he had served 27 years with Coats Viyella plc. in various capacities including finance and general administration. He was the Chairman of Madura Coats Ltd. from 1991-98.

Other Details:*

Date of Birth	12/04/1949
Date of Appointment on the Board	12/01/1998
Shareholding in Equity shares of the Company and percentage of holding in share capital.	1,407,558 (0.70%)

Mr. Suresh N Talwar



Mr. Suresh N Talwar, 71 years, is a partner in Talwar Thakore & Associates, a law firm of repute. He completed his B.Com from the University of Bombay in 1959, his LL.B. from the Government Law College, Bombay in 1961 and is a solicitor of the Incorporated Law Society, Mumbai in 1966. His area of professional specialisation is in corporate law and other related matters. He has been the legal counsel to numerous Indian companies, multinational corporations as well as Indian and foreign banks. He was a partner of Crawford Bayley & Co., a reputed Indian law firm. He is also a director of several leading companies in India.

Other details:*

Date of Birth	21/11/1938
Date of Appointment on the Board	17/05/2003
Shareholding in Equity shares of the Company and percentage of holding in share capital.	32,000 (0.016%)

** The details of directorship in other companies & details of membership in Board Committees as on March 31, 2009, is set out in the Report on Corporate Governance appearing on page 65 of the Annual Report for financial year 2009.*

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PROXY FORM



Regd. Folio No. / DP ID/Client ID _____

Affix
1 Rupee
Revenue
Stamp

I/We..... of being a member/members of Biocon Limited hereby appoint of as my/our Proxy or failing him/her..... of as my/our proxy to vote for me/us on my/our behalf at the Thirty First Annual General Meeting of the Company to be held on Thursday, July 23, 2009 at 3.30 p.m. at 'Sathya Sai Samskruta Sadanam', No. 20, Hosur Road, Near Forum Mall, Bangalore - 560 029 India and at any adjournment(s) thereof.

Signed this..... day of.....2009

Note:

The proxy form in order to be effective, should be duly stamped, completed and deposited at the Registered Office of the Company at 20th KM, Hosur Road, Electronics City P.O., Bangalore - 560 100 not less than 48 hours before the time for holding the meeting.

BIOCON LIMITED

20th K M, Hosur Road, Electronics City P.O., Bangalore – 560 100.

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ATTENDANCE SLIP

Thirty First Annual General Meeting – July 23, 2009



Regd. Folio No./ DP ID/ Client ID _____

No. of shares held _____

I certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Thirty First Annual General Meeting of the Company held on Thursday, July 23, 2009 at 3.30 p.m. at 'Sathya Sai Samskruta Sadanam', No. 20, Hosur Road, near Forum Mall, Bangalore - 560 029.

Name of the member/proxy
(in BLOCK letters)

Signature of member/proxy

Note:

Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Shareholders are informed that no duplicate attendance slips will be issued at the venue of meeting. Members are requested to bring their copies of the Annual Report to the meeting.

BIOCON LIMITED

20th K M, Hosur Road, Electronics City P.O., Bangalore – 560 100.



Dear Shareholder,

RE: PAYMENT OF DIVIDEND THROUGH ECS

As per Securities and Exchange Board of India (SEBI) Circular No. DCC/FIT/CIR 3/2001, all companies should make mandatory use of Electronic Clearing Services (ECS) facility wherever available which is introduced by Reserve Bank of India for distributing dividends, wherein dividend amount would be directly credited to shareholders' Bank account.

We wish to inform you that all your relevant records are maintained by your Depository Participants (DP). The companies retrieve the data maintained by DPs through NSDL/CDSL.

Hence, you are advised to intimate any changes in your Bank details immediately to your DP. THE INFORMATION SHOULD ONLY BE SENT TO YOUR DP AND NOT TO THE COMPANY OR TO THE REGISTRAR OF THE COMPANY.

After remitting the dividend to your Banks directly, an intimation of payment of dividend will be sent to you.

In case of absence of ECS facility, Company will send the dividend through Dividend Warrants/Demand Drafts payable at the Branch of the Dividend Banker which is nearest to the registered address of the member. The Company is required to print the bank account details on the Dividend Warrants for distribution of dividends. Hence existing bank details are required to be filed with your DP, even when the payments are made through Dividend warrants.

Please send these details to your DP together with any other document requested by your DP immediately.

Note: The Company or its Registrars cannot act on the Mandate. Hence you are requested to get the Mandate registered with your DP and not send the same to the Company or Registrar. Format of letter/mandate to the DP is enclosed for this purpose.

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MANDATE FORM- ELECTRONIC CLEARING SERVICE (ECS)

To,

_____ (Name of the Depository Participant)

_____ (Address of the Depository Participant)

Please register the following details for receipt of Dividend:

Type of Instruction	Remittance of amount through Electronic Clearance Service
Name	_____
DP ID	_____
Client ID	_____
Bank Details	Bank Name : _____
	Bank Address: _____

	Account Type and No.: SB/ CA/ CC No.: _____
	9 Digit MICR Code: _____

Please find enclosed a photocopy of cancelled blank cheque for your verification.

Signature of the shareholders and date