

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTIETH (40<sup>TH</sup>) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF BIOCON LIMITED WILL BE HELD ON FRIDAY, JULY 27, 2018, AT 3:30 P.M. AT THE TYLER JACK'S AUDITORIUM, BIOCON RESEARCH CENTRE, PLOT NO. 2, BIOCON SPECIAL ECONOMIC ZONE, BOMMASANDRA-JIGANI LINK ROAD, BENGALURU 560099, TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Re.1/- per equity share.
3. To appoint a Director in place of Mr. John Shaw (DIN: 00347250) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. B S R & Co. LLP as Statutory Auditor and pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit and Risk Committee and the Board of Directors and pursuant to the approval of the Members at the Thirty-Eighth AGM, the Company hereby ratifies the appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) as Statutory Auditor of the Company to hold office until the conclusion of the 41<sup>st</sup> AGM of the Company to be held in the year 2019.

**RESOLVED FURTHER THAT** in terms of the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors be and is hereby authorized to fix the remuneration of the Statutory Auditor, including reimbursement of out of pocket expenses incurred in connection with the audit plus the applicable taxes in mutual agreement with the Statutory Auditor."

### SPECIAL BUSINESS:

5. To re-appoint Dr. Jeremy Levin as an Independent Director of the Company and pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the Schedule IV to the Companies Act, 2013, Dr. Jeremy Levin (DIN: 07071720), who was appointed as an Independent Director of the Company for a term of three years up to the conclusion of 40<sup>th</sup> AGM by the shareholders, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Jeremy Levin as a candidate for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, for a term of five years from the conclusion of this 40<sup>th</sup> AGM up to the conclusion of 45<sup>th</sup> AGM to be held in the year 2023."

6. To re-appoint Dr. Vijay Kuchroo as an Independent Director of the Company and pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the Schedule IV to the Companies Act, 2013, Dr. Vijay Kuchroo (DIN: 07071727), who was appointed as an Independent Director of the Company for a term of three years up to the conclusion of 40<sup>th</sup> AGM by the shareholders, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Vijay Kuchroo as a candidate for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a term of five years from the conclusion of this 40<sup>th</sup> AGM up to the conclusion of 45<sup>th</sup> AGM to be held in the year 2023."

7. To appoint Mr. Bobby Kanubhai Parikh as an Independent Director of the Company and pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the Schedule IV to the Companies Act, 2013 Mr. Bobby Kanubhai Parikh (DIN: 00019437) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of three years, from the conclusion of this 40<sup>th</sup> AGM up to the conclusion of 43<sup>rd</sup> AGM of the Company to be held in the year 2021."

8. To ratify the remuneration payable to the Cost Auditors for the Financial Year 2018-19 and to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Rao Murthy & Associates, Cost Accountants having Firm Registration Number 000065, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019, amounting to ₹ 4,50,000 (Rupees Four Lakhs Fifty Thousand only) (excluding all taxes and reimbursement of out of pocket expenses) be ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors  
**Arun S. Chandavarkar**

Place: Bengaluru  
Date: June 22, 2018

CEO & Joint Managing Director  
DIN: 01596180

### BIOCON LIMITED

Regd. Office: 20th KM, Hosur Road,  
Electronic City, Bengaluru – 560100  
CIN: L24234KA1978PLC003417  
Email: co.secretary@biocon.com; website: www.biocon.com  
Phone: 080 – 2808 2808 Fax: 080-28523423

## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the AGM, is annexed hereto.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing a proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 hours before the commencement of the AGM.  

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. A proxy form for the convenience of the Members is annexed to the Notice.
3. Corporate Members intending to send their authorised representative(s) to attend the AGM are requested to send a certified true copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the AGM.
4. A route map showing the directions to reach the venue of the 40<sup>th</sup> AGM is annexed hereto.
5. Members/proxies should bring attendance slips along with their copies of Annual Report to attend the AGM. Additional copies of the Annual Report shall not be supplied at the AGM. The attendance slip is annexed to the Notice hereto. Members/proxies are kindly requested to complete the enclosed attendance slip, affix their signature at the place provided thereon and hand it over at the entrance of the AGM venue.
6. In case of Joint holders attending the AGM, only such Joint holders who is named first in the order of names will be entitled to vote.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
8. Proxies shall be made available for inspection by a Member, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM provided not less than three days notice in writing of the intention to inspect is given to the Company.
9. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during business hours up to the date of the AGM.
10. Notice is sent to all the Members (electronic or physical copy), whose names appear in the Register of Members as on Friday, the June 22, 2018. The Notice of the AGM is also posted on the website of the Company i.e., [www.biocon.com](http://www.biocon.com).
11. The Company has fixed Friday, July 20, 2018 as Record Date for determining the names of Members eligible for dividend on equity shares, if declared at the AGM.
12. The dividend on equity shares, if declared at the AGM, will be credited/dispensed between Friday, July 27, 2018 and Friday, August 3, 2018 to those Members whose names appear on the Company's Register of Members on Friday, July 20, 2018. In respect of shares held in dematerialized form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Service (India) Limited as beneficial owners as on that date.
13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy ComputerShare Private Limited, ("KARVY") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participants by the Members.
14. Members holding shares in electronic form are advised to inform the particulars of their bank account, change of address and email ID to their respective depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are advised to inform the particulars of their bank account, change of address and email ID to the Company/ KARVY.
15. Members holding shares in electronic (demat) form or in physical mode are requested to quote their DP ID & Client ID or Folio details respectively in all correspondences, including dividend matters to KARVY.
16. In line with the measures of "Green Initiatives", the Companies Act 2013 provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail addresses so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.
17. Members are requested to note that as per Section 123 of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government. Therefore, the amount of unclaimed dividend up to Financial Years ended March 31, 2010 has been transferred to the IEPF. Unclaimed dividend for the Financial Year ended March 31, 2011 is due for transfer to IEPF in October 2018. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 28, 2017 (date of last AGM) on the website of the Company, [www.biocon.com](http://www.biocon.com) and also on the website of the Ministry of Corporate Affairs. Members may approach the IEPF authority to claim the unclaimed dividend transferred by the Company to IEPF. Members may approach the Chief Compliance Officer of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.
18. Members are requested to note that as per Section 124 (6) of the Companies Act, 2013, read with IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. Consequently the Company has transferred 35,324 shares during the FY 2017-18 to IEPF Demat Account. Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed, to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a Financial Year as per the IEPF Rules.

19. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / KARVY.
20. Members holding shares in single name in physical mode are advised to make nomination in respect of their shareholding in the Company. A downloadable version of the nomination form (SH-13) is available in 'AGM' section under 'Investors' dropdown on the Company's website: [www.biocon.com](http://www.biocon.com). Members holding shares in electronic mode may contact their respective depository participants for availing the nomination facility.
21. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to KARVY, for consolidation into a single folio.
22. Non-Resident Indian Members are requested to inform KARVY / respective depository participants, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
23. Copies of the Annual Report 2018 and the Notice of the 40<sup>th</sup> AGM along with the attendance slip and proxy form are being sent by electronic mode only to Members whose email ID are registered with the Company/ depository participant(s) for communication purposes unless such Members have requested for a hard copy of the same. For Members who have not registered their email ID, physical copies of the Annual Report 2018 are being sent by the permitted mode. Members may note that 40<sup>th</sup> AGM Notice, Annual Report 2018, attendance slip, proxy form and e-voting instructions are also available on the Company's website i.e. [www.biocon.com](http://www.biocon.com).
24. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 40<sup>th</sup> AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by KARVY.
25. The facility of Insta Voting shall be made available at the venue of the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through Insta Voting. The instructions and other information relating to e-voting are attached to the Notice hereto.
26. The voting through electronic means is scheduled as below:  
The Company has fixed Friday, July 20, 2018 as Cut-off date for determining the names of Members eligible for voting, through electronic means.
 

Commencement of remote e-voting	Monday, July 23, 2018 (9:00 a.m. IST)
End of remote e-voting	Thursday, July 26, 2018 (5:00 p.m. IST)
27. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Independent Directors under Item Nos. 5, 6 & 7 of the Notice form part of the Explanatory Statement annexed hereto.

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

### Resolution No. 5

In accordance with Section 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Dr. Jeremy Levin (DIN: 07071720) was appointed as an Independent Director at the AGM held on July 24, 2015 in line with the provisions of the Companies Act, 2013 for a period of three years to hold office up to the conclusion of the ensuing AGM (40<sup>th</sup> AGM).

#### Brief Profile of Dr. Jeremy Levin

Dr. Levin is the Chairman and CEO of Ovid Therapeutics Inc, a public company developing novel medicines for orphan and rare diseases of the brain. Dr. Levin has deep experience in the global biopharmaceuticals industry, leading companies and people to develop and commercialize medicines that address medical needs worldwide. He has been voted one of the 25 most influential people in the biopharmaceutical industry.

He has also been the former President and CEO of Teva Pharmaceuticals Industries Limited, the world's largest generics drug company. Also he has served as the former Executive Committee member of Bristol-Myers Squibb where he had global responsibilities for strategy, alliances and transactions. Dr. Levin has devised and led 'String of Pearls' strategy at Bristol-Myers Squibb which helped transform the company pipeline. He has also served as Global Head of Strategic Alliances at Novartis.

Dr. Levin has served on a number of public and private company boards over the years, and currently serves on the Board of Directors of BIO, Biocon Limited, Lundbeck and ZappRx

Dr. Levin is the recipient of a number of awards including the Kermode Prize for work on novel hypertension drugs, the Albert Einstein Award for Leadership in Life Sciences, the B'nai B'rith Award for distinguished achievement for commitment to improving global health care.

Dr. Levin holds a Bachelors Degree in Zoology and was awarded a Masters of Arts in the structure of Chromatin from the University of Oxford in 1978. He also received degrees of Bachelor of Medicine, Bachelor of Surgery from the University of Cambridge in 1981. He has practiced internal medicine at University Hospitals in England, Switzerland and South Africa.

Further details pertaining to his profile are as below:

Nature of his expertise in specific functional areas	Biomedical Research
Relationship between Director(s) inter se	NIL
Directorship held in other listed entity	Please refer Corporate Governance Reports section of the Annual Report 2017-18
Membership in other listed entities committees	Please refer Corporate Governance Report section of the Annual Report 2017-18
Shareholding in Biocon Limited	NIL

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its 60<sup>th</sup> Meeting held on April 26, 2018, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Dr. Levin as an Independent Director for a term of five years from the conclusion of this 40<sup>th</sup> AGM up to the conclusion of 45<sup>th</sup> AGM to be held in the year 2023.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Dr. Levin for the office of Independent Director, to be re-appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received from Dr. Levin (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, confirming his eligibility for such re-appointment, (iii) Declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board and based on the Board's evaluation, Dr. Levin fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for his re-appointment as an Independent Director of the Company and he is independent of the Management.

A copy of the draft letter for the re-appointment of Dr. Levin as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day up to the date of ensuing AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. Levin as an Independent Director. Accordingly, the Board recommends the resolution set forth in Item No. 5 relating to the re-appointment of Dr. Levin as an Independent Director, for the approval by the Members of the Company.

No Director, Key Managerial Personnel or their relatives, except Dr. Levin to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

**Resolution No. 6**

In accordance with Section 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Boards' Report.

Dr. Vijay Kuchroo (DIN:07071727) was appointed as an Independent Director at the AGM held on July 24, 2015 in line with the provisions of the Companies Act, 2013 for a period of three years to hold office up to the conclusion of the ensuing AGM (40<sup>th</sup> AGM).

**Brief Profile of Dr. Vijay Kuchroo**

Dr. Kuchroo, is the Samuel L Wasserstrom, Professor of Neurology and Director of Evergrande Center for Immunology diseases at Harvard Medical School and Senior Scientist at Brigham and Women's Hospital, Boston. He is also an associate member of the Broad Institute and a participant in a Klarman Cell Observatory project that focuses on T cell differentiation. He has published over 325 original research papers in the field of Immunology and a paper describing development of Th17 authored by him has been one of the highest cited papers in Immunology. In addition, he has 25 patents and has founded 5 different biotech companies including CoStim Pharmaceuticals and Tempero Pharmaceuticals. He also serves on the scientific advisory boards and works in advisory capacity to a number of big pharmaceutical companies including Pfizer, Novartis and Glaxo-Smith-Kline (GSK). He currently serves as an Independent Director of Biocon Limited and Syngene International Limited.

Further details pertaining to his profile are as below:

Nature of his expertise in specific functional areas	Bio-technology, Immunology
Relationship between Director(s) inter se	NIL
Directorship held in other listed entity	Please refer Corporate Governance Report section of the Annual Report 2017-18
Membership in other listed entities committees	Please refer Corporate Governance Report section of the Annual Report 2017-18
Shareholding in Biocon Limited	NIL

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its 60<sup>th</sup> Meeting held on April 26, 2018, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Dr. Kuchroo as an Independent Director for a term of five years from the conclusion of this 40<sup>th</sup> AGM up to the conclusion of 45<sup>th</sup> AGM to be held in the year 2023.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Dr. Kuchroo for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Dr. Kuchroo (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, confirming his eligibility for such re-appointment, (iii) Declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board and based on the Board's evaluation, Dr. Kuchroo fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for his re-appointment as an Independent Director of the Company and he is independent of the Management.

A copy of the draft letter for the re-appointment of Dr. Kuchroo as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day up to the date of ensuing AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. Kuchroo as an Independent Director. Accordingly, the Board recommends the resolution set forth in Item No. 6 relating to the re-appointment of Dr. Kuchroo as an Independent Director, for the approval by the Members of the Company.

No Director, Key Managerial Personnel or their relatives, except Dr. Kuchroo to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

## Resolution No. 7

### Brief Profile of Mr. Bobby Kanubhai Parikh

Mr. Parikh is the Founder of Bobby Parikh Associates, a boutique firm focused on providing strategic tax and regulatory advisory services.

Mr. Parikh's particular area of focus is providing tax and regulatory advice in relation to transactions and other forms of business reorganizations, whether inbound, outbound or wholly domestic. In this regard, Mr. Parikh works extensively with private equity funds, other institutional investors and owners and managers of businesses to develop bespoke solutions that optimally address the commercial objectives underpinning a particular transaction or a business reorganization. Mr. Parikh also works closely with regulators and policy formulators, in providing inputs to aid in the development of new regulations and policies, and in assessing the implications and efficacy of these and providing feedback for action.

Mr. Parikh was most recently co-founder of BMR Advisors, a highly regarded tax and transactions firm which he helped establish and run for over 12 years. Formerly Chief Executive Officer of Ernst & Young in India and Country Managing Partner of Arthur Andersen, Mr. Parikh has been a member of a number of trade and business associations, as well as a member of the advisory or executive boards of non-governmental, not-for-profit organizations and private as well as listed Indian companies.

He is a graduate in Commerce from the University of Mumbai and qualified as a Chartered Accountant from the Institute of Chartered Accountants of India in 1987.

Further details pertaining to his profile are as below:

Nature of his expertise in specific functional areas	Accountancy and Taxation
Relationship between Director(s) inter se	NIL
Directorship held in other listed entity	HDFC Bank Limited
Membership in other listed entities committees	HDFC Bank Limited 1. Audit Committee (Chairman), 2. Nomination and Remuneration Committee (Chairman), 3. Corporate Social Responsibility Committee Member, 4. Credit Approval Committee Member, 5. Technology Committee Member
Shareholding in Biocon Limited	NIL

Considering the skills, experience and knowledge of Mr. Parikh, the Nomination and Remuneration Committee has recommended to the Board, his appointment as an Independent Director. The Board appointed Mr. Parikh as an Independent Director of the Company for a term of three years commencing from the conclusion of this 40<sup>th</sup> AGM up to the conclusion of 43<sup>rd</sup> AGM of the Company to be held in the year 2021 subject to approval by the shareholders of the Company. The Company has received notice in writing under Section 160 of the Companies Act from a Member signifying his intention to propose the candidature of Mr. Parikh as an Independent Director of the Company, under Section 149 of the Companies Act, 2013.

The Company has received from Mr. Parikh (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, confirming his eligibility for such appointment, (iii) Declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board and based on the recommendation of the Nomination and Remuneration Committee, Mr. Parikh fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for his appointment as an Independent Director of the Company and he is independent of the Management.

A copy of the draft letter for the appointment of Mr. Parikh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day up to the date of ensuing AGM. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Parikh as an Independent Director. Accordingly, the Board recommends the resolution set forth in Item No. 7 relating to the appointment of Mr. Parikh as an Independent Director, for the approval by the Members of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Parikh to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

### Resolution 8:

The Board at its Meeting held on April 26, 2018 had approved the appointment of M/s. Rao, Murthy & Associates, Cost Auditors to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2019 at a remuneration of Rs.4,50,000 plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 8 of the Notice. The Board recommends the resolution set out at Item No. 8 of the Notice for approval by the Members.

No Director, Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

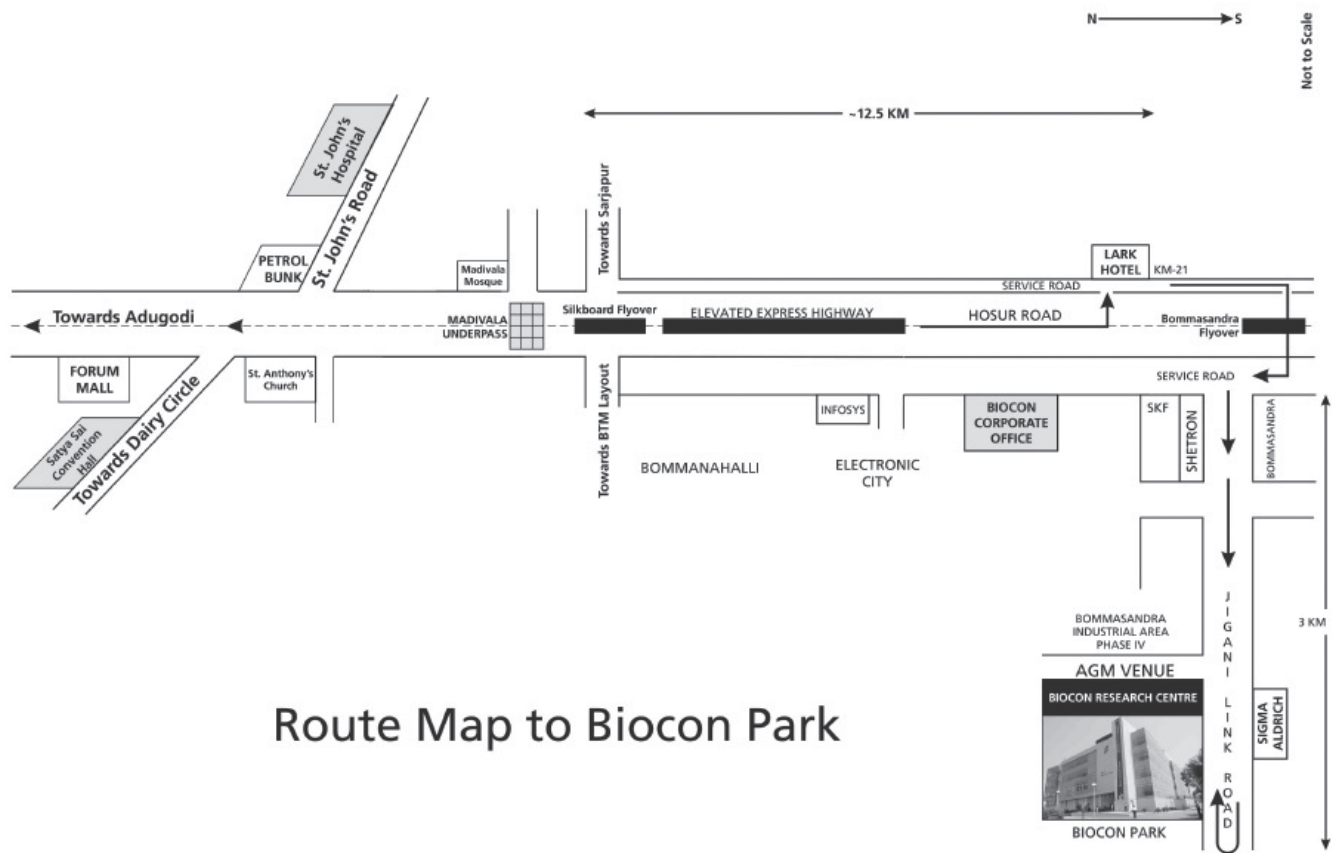
By Order of the Board of Directors  
**Arun S. Chandavarkar**

Place: Bengaluru  
Date: June 22, 2018

CEO & Joint Managing Director  
DIN: 01596180

### BIOCON LIMITED

Regd. Office: 20th KM, Hosur Road,  
Electronic City, Bengaluru – 560100  
CIN: L24234KA1978PLC003417  
Email: co.secretary@biocon.com; website: www.biocon.com  
Phone: 080 – 2808 2808 Fax: 080-28523423



## Route Map to Biocon Park



**BIOCON RESEARCH CENTRE**  
BIOCON PARK



**BIOCON LIMITED**

CIN: L24234KA1978PLC003417

Regd. Office: 20th KM, Hosur Road, Electronic City, Bengaluru – 560100

Phone: 080 - 2808 2808 Fax: 080 - 2852 3423

Email: [co.secretary@biocon.com](mailto:co.secretary@biocon.com); website: [www.biocon.com](http://www.biocon.com)

**40<sup>th</sup> Annual General Meeting – July 27, 2018**

**PROXY FORM**

Name of the member(s):
Joint holders' name (If any):
Registered address:
Folio No./DP ID-Client ID:
Number of shares:
E-mail ID:

I/We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40<sup>th</sup> Annual General Meeting of the Company, to be held on the Friday, July 27, 2018 at 3:30 p.m. at Tyler Jack's Auditorium, Biocon Research Centre, Plot No. 2, Biocon Special Economic Zone, Bommasandra – Jigani Link Road, Bengaluru – 560099, or any adjournment thereof, in respect of such resolutions as indicated below:

Item No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements for the year ended March 31, 2018		
2	Declaration of dividend of Re.1/- per equity share		
3	Re-appointment of Mr. John Shaw, as Director, who retires by rotation and being eligible, seeks re-appointment		
4	Ratification of appointment of M/s. B S R & Co. LLP, as Statutory Auditor of the Company.		
<b>Special Business</b>			
5	Re-appointment of Dr. Jeremy Levin as Independent Director for a term of five years up to the conclusion of 45 <sup>th</sup> Annual General Meeting		
6	Re-appointment of Dr. Vijay Kuchroo as Independent Director for a term of five years up to the conclusion of 45 <sup>th</sup> Annual General Meeting		
7	Appointment of Mr. Bobby Kanubhai Parikh as Independent Director for a term of three years up to the conclusion of 43 <sup>rd</sup> Annual General Meeting		
8	Ratification of the remuneration of M/s. Rao Murthy & Associates, Cost Auditors for FY 2018-19		

Signed this _____ day of _____ 2018	
Signature of shareholder _____	
Signature of First Proxy holder _____	
Signature of Second Proxy holder _____	
Signature of Third Proxy holder _____	

Affix  
1 rupee Revenue  
Stamp

**Notes:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 40<sup>th</sup> Annual General Meeting.
3. Please complete all details including details of Member(s) in above box before submission.

\* It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.





**BIOCON LIMITED**

CIN: L24234KA1978PLC003417

Regd. Office: 20th KM, Hosur Road, Electronic City, Bangalore – 560100

Email: [co.secretary@biocon.com](mailto:co.secretary@biocon.com); website: [www.biocon.com](http://www.biocon.com)

Phone: 080 - 2808 2808 Fax: 080 - 2852 3423

Dear Members,

**Invitation to attend the 40<sup>th</sup> Annual General Meeting (AGM) on July 27, 2018**

You are cordially invited to attend the 40<sup>th</sup> AGM of the Company to be held at Tyler Jack's Auditorium, Biocon Research Centre, Plot No. 2, Biocon Special Economic Zone, Bommasandra - Jigini Link Road, Bengaluru – 560099 on Friday, July 27, 2018 at 3.30 P.M.

The Notice convening the AGM is attached herewith. Your Company will be providing transport facility on July 27, 2018 from the specified destinations given below to reach the venue comfortably.

The Company is pleased to provide transport facility (i.e. pick up and drop) from the following locations to enable the Members to attend the AGM scheduled on July 27, 2018.

Sl. No.	Pick up / Drop Location	Pick up / Departure Time
1	In front of Hotel Amar, near Kempegowda Bus Station, Majestic.	01.00 PM
2	Near Sapna Book House, 80ft Road, Indiranagar. (near CMH road junction).	01.00 PM
3	SRS Travels bus transport hub on South End Road, Near South End Circle, Jayanagar (Next to A2B Restaurant).	01.00 PM
4	In front of GR Square Complex, adjacent to Jeep/Fiat showroom, Inner Ring Road (100 feet road), Domlur.	01.30 PM
5	SRS Travels bus transport hub on H. Siddaiah Road. (Adjacent to Shantinagar, BMTC/KSRTC bus stop).	01.15 PM
6	St. Johns Hospital road junction, next to HP Fuel station, Hosur Road, Madiwala.	01.30. PM
7	Opposite to Woody's Hotel / Croma Showroom, Marenahalli main road, JP Nagar.	01.00 PM
8	In front of Renault / Isuzu showroom, Silk Board (Pick up point on the main road).	01.45 PM

Buses with Biocon Limited "40<sup>th</sup> AGM" banners will be stationed at the above mentioned locations for commuting to the AGM venue.

Kindly note the following:

1. In case you commute to the pick-up locations in your personal vehicles, you will need to make your own arrangements for parking your personal vehicles as the pick-up locations may not have facility for parking personal vehicles.
2. Please be present at least 5 minutes before the scheduled time at the pick-up locations.
3. Drop locations would be on the opposite side to pick-up locations.

For any assistance you may please get in touch with Mr. Bheemesh Gowda on 9148423900 or Mr. Chandrasekhar Appaiah on 9148423902.

Yours truly,

**Biocon Limited**

**Arun S. Chandavarkar**

Place: Bengaluru

Date: June 22, 2018

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**BIOCON LIMITED**

CIN: L24234KA1978PLC003417

Regd. Office: 20th KM, Hosur Road, Electronic City, Bengaluru – 560100

Email: [co.secretary@biocon.com](mailto:co.secretary@biocon.com); website: [www.biocon.com](http://www.biocon.com)

Phone: 080 - 2808 2808 Fax: 080 - 2852 3423

**40<sup>th</sup> Annual General Meeting – July 27, 2018**

**ATTENDANCE SLIP**

Name:	
Joint holders' name (If any):	
Address:	
Folio No/DP ID-Client ID:	
Number of shares:	
Name of the Proxy/Representative, if any:	

I certify that I am registered Shareholder/Proxy for the registered Shareholder of the Company. I hereby record my presence at the 40<sup>th</sup> Annual General Meeting of the Company to be held on Friday, July 27, 2018 at 3:30 pm at Tyler Jack's Auditorium, Biocon Research Centre, Plot No 2, Biocon Special Economic Zone, Bommasandra Jigani Link Road, Bengaluru - 560099.

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Name of the Member/Proxy

(in BLOCK letters)

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Signature of Member/Proxy

**Note:** Please fill up this Attendance Slip and hand it over at the entrance of the Annual General Meeting venue. Shareholders are informed that no duplicate Attendance Slips will be issued at the venue of Annual General Meeting.

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