



Biocon Limited

CIN: L24234KA1978PLC003417

Registered Office: 20th KM, Hosur Road, Electronic City, Bengaluru - 560 100, Karnataka, India

Tel: 080-2808 2808, **Website:** www.biocon.com; **E-mail:** co.secretary@biocon.com

Dear Members,

Invitation to attend the 47th Annual General Meeting on Friday, August 08, 2025

You are cordially invited to attend the 47th Annual General Meeting (AGM) of the Members of Biocon Limited ("the Company") to be held on Friday, August 08, 2025 at 3:30 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Notice of the meeting, containing the businesses to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with the related rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

The following are the key details regarding the meeting for your easy reference:

Sl. No.	Particulars	Details
1.	Link for participating AGM through VC/OAVM	: https://emeetings.kfintech.com/
2.	Helpline number for VC participation and e-voting	: 1800-309-4001 & 040-6716 2222
3.	Email IDs for any assistance or support for VC participation and e-voting	: einward.ris@kfintech.com , evoting@kfintech.com
4.	Cut-off date for e-voting	: Friday, August 01, 2025
5.	E-voting start time and date	: 9:00 AM (IST) on Sunday, August 03, 2025
6.	E-voting end time and date	: 5:00 PM (IST) on Thursday, August 07, 2025
7.	E-Voting website	: https://evoting.kfintech.com/
8.	Speaker Registration for AGM	: Please visit https://emeetings.kfintech.com and click on 'Speaker Registration'. The registration will remain open during the remote e-voting period
9.	Record date for Final dividend for FY 2024-25	: Friday, July 04, 2025
10.	Dividend Payment date	: On or before Friday, August 22, 2025
11.	Company contact details	: Email: co.secretary@biocon.com Tel: 91 80 2808 2808 / 7004

Yours truly,

For **Biocon Limited**

Sd/-

Kiran Mazumdar-Shaw

Executive Chairperson

DIN: 00347229

Enclosures:

1. Notice of the 47th Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

NOTICE

Notice is hereby given that the 47th Annual General Meeting ("AGM") of the Members of Biocon Limited will be held on Friday, August 08, 2025, at 3:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

Item No.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, 2025 and the reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

"RESOLVED THAT the audited financial statements (standalone and consolidated) of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2: To appoint Prof. Ravi Rasendra Mazumdar (DIN: 00109213) as Director, liable to retire by rotation, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Prof. Ravi Rasendra Mazumdar (DIN: 00109213), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company."

Item No. 3: To declare a final dividend of 10% i.e. ₹ 0.50/- per equity share for the Financial Year ended March 31, 2025.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the final dividend at the rate of 10% i.e. ₹ 0.50/- per equity share of face value of ₹ 5/- each fully-paid up of the Company, as recommended by the Board of Directors for the Financial Year ended March 31, 2025, be and is hereby declared and that such dividend be paid to those equity shareholders whose names appear in the Register of Members as on the record date fixed for the purpose."

SPECIAL BUSINESS:

Item No. 4: To re-appoint Naina Lal Kidwai (DIN: 00017806) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and as per the Policy on appointment and remuneration of Directors, Key Managerial Personnel and other employees of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to re-appoint Naina Lal Kidwai (DIN: 00017806), whose present term of office as an Independent Director expires at the conclusion of the ensuing Annual General Meeting ("AGM") i.e. on August 08, 2025 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149 of the Act and the Rules made thereunder and SEBI Listing Regulations and in respect of whom Notice has been received from a Member of the Company under Section 160 of the Act proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years commencing from the date of Members' approval at the 47th AGM i.e. August 08, 2025 till August 07, 2030 (both days inclusive);

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Naina Lal Kidwai (DIN: 00017806) as an Independent Director of the Company."

Item No. 5: To approve the payment of remuneration to Directors in case of absence / inadequate profits.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule V of the Act, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded that in the event of absence or inadequacy of profits in any of the 3 (three) years commencing from Financial Year 2025-26, the remuneration as approved by the Members at the 43rd Annual General Meeting ("AGM") held on July 23, 2021 w.r.t. Non-executive Directors and at the 46th AGM of the Company held on August 09, 2024 and by the Board of Directors from time to time, as mentioned in Item No. 5 of the Explanatory Statement to this notice of AGM be continued to be paid to Executive Directors, Non-executive Directors and Independent Directors of the Company as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6: To approve material related party transactions between Biocon Biologics Limited and Biosimilars Newco Limited, being direct and indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biocon Biologics limited and Biosimilars Newco Limited, being direct and indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm's length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect."

Item No. 7: To approve material related party transactions between Biocon Biologics UK Limited and Biosimilars Newco Limited, being indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biocon Biologics UK Limited and Biosimilars Newco Limited, being indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm's length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect."

Item No. 8: To approve material related party transactions between Biocon Sdn. Bhd. and Biosimilars Newco Limited, being indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biocon Sdn. Bhd. and Biosimilars Newco Limited, being indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm's length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect."

Item No. 9: To approve material related party transactions between Biosimilars Newco Limited and Biocon Biologics Inc, USA, being indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biosimilars Newco Limited and Biocon Biologics Inc, USA, being indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm's length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect."

Item No. 10: To approve material related party transactions between Biosimilar Collaborations Ireland Limited and Biocon Biologics Germany, GmbH, being indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) read with Section 188 of the Companies Act, 2013 (“the Act”) as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company’s Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biosimilar Collaborations Ireland Limited and Biocon Biologics Germany, GmbH, being indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm’s length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect.”

Item No. 11: To approve material related party transactions between Biocon Biologics Limited and Biocon Biologics UK Limited, being direct and indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) read with Section 188 of the Companies Act, 2013 (“the Act”) as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company’s Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biocon Biologics Limited and Biocon Biologics UK Limited, being direct and indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm’s length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect.”

Item No. 12: To approve material related party transactions between Biosimilars Newco Limited and Biosimilar Collaborations Ireland Limited, being indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biosimilars Newco Limited and Biosimilar Collaborations Ireland Limited, being indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm's length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect."

Item No. 13: To approve material related party transactions between Biocon Sdn. Bhd. and Biocon Biologics Global PLC, being indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biocon Sdn. Bhd. and Biocon Biologics Global PLC, being indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm's length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect."

Item No. 14: To approve material related party transactions between Biocon Biologics Global PLC and Biocon Biologics Inc, USA, being indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biocon Biologics Global PLC and Biocon Biologics Inc, USA, being indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm's length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect."

Item No. 15: To approve material related party transactions between Biocon Biologics Limited and Biosimilar Collaborations Ireland Limited, being direct and indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biocon Biologics Limited and Biosimilar Collaborations Ireland Limited, being direct and indirect subsidiaries of the Company, during the period commencing from the date of the 47th AGM of the Company i.e. August 08, 2025 till the date of the 48th AGM of the Company to be held in the year 2026, in terms of the explanatory statement to this resolution, on such terms and conditions as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at an arm's length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT Board of Directors (including any duly constituted committee thereof) of the Company / respective subsidiaries, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s) of the Company or the concerned subsidiary (as the Board of Directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of the Company / respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved and confirmed in all respect."

Item No. 16: To approve increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution, to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may be deemed beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 8,000/- Crores (Rupees Eight Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, outstanding at any point of time, as prescribed under Section 186 of the Act;

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, taking from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called and to do all acts, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

Item No. 17: To approve the appointment of Secretarial Auditors of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") and rules made therein, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and based on the recommendation of the Audit Committee and Board of Directors, consent of the Members be and is hereby accorded for the appointment of M/s. V. Sreedharan and Associates, Practicing Company Secretaries, bearing Firm Registration No. P1985KR14800, holding Peer

Review Certificate No. 5543/2024, as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 at a proposed annual secretarial audit fees of ₹ 2,50,000 (Rupees Two Lakhs and Fifty Thousand only), payable in one or more tranches, plus applicable taxes, and reimbursement of out-of-pocket expenses as may be incurred in connection with performing the secretarial audit of the Company, with the power of the Audit Committee / Board to alter and vary the terms and conditions of appointment, revision in the fees during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors;

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to avail or obtain from M/s. V. Sreedharan and Associates, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws, rules, regulations, circulars and guidelines, as may be issued in this regard, at such remuneration / fees as may be mutually agreed with the Secretarial Auditors;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 18: To ratify the remuneration of Cost Auditors for the Financial Year 2025-26.

To consider and if thought fit, 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 read with 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 as approved by the Board of Directors, payable to M/s. Rao Murthy & Associates, Cost Accountants having Firm Registration Number 000065, appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2026, amounting to ₹ 4,75,000 (Rupees Four Lakhs and Seventy Five Thousand only) per annum (plus all taxes and reimbursement of out of pocket expenses) be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things 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

Place: Bengaluru
Date: June 26, 2025

Sd/-
Siddharth Mittal
Managing Director & CEO
DIN: 03230757

Biocon Limited
Regd. Office: 20th KM, Hosur Road,
Electronic City, Bengaluru – 560 100
CIN: L24234KA1978PLC003417
Email: co.secretary@biocon.com
Website: www.biocon.com
Phone: 080 – 2808 2808
Fax: 080 - 2852 3423

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), Government of India, vide General circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024, ("MCA Circulars"), permitted conduct of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') and dispensed personal presence of the Members at the AGM and prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. Accordingly, in accordance with the MCA Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 47th AGM of the Members of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the meeting shall be Biocon Campus, Biocon Limited, 20th KM, Hosur Road, Electronic City, Bengaluru - 560 100, Karnataka, India.
2. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer serial no. 37) and the same will also be available on the website of the Company at www.biocon.com.
3. The Company has appointed KFin Technologies Limited, Registrars and Transfer Agents ('RTA') of the Company, to provide VC/OAVM facility for the 47th AGM of the Company.
4. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800 309 4001 (toll free).
5. **Proxies:** Since the 47th AGM of the Company is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, where physical attendance of Members has been dispensed with, accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for this AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional/Corporate Members are encouraged to attend and vote at the meeting through VC/OAVM. We also request them to send a duly certified copy of the Board Resolution/Authority Letter etc., authorizing their representative to attend the AGM through VC / OAVM and vote through remote e-voting on their behalf, to the Scrutinizer at email compliance@sreedharancs.com with a copy marked to evoting@kfintech.com and co.secretary@biocon.com pursuant to Section 113 of the Act.
7. The facility for joining AGM through VC/OAVM will be available for up to 1,000 Members and Members may join on first come first serve basis. However, the above restriction shall not be applicable to Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to Special Businesses to be transacted at the meeting, which are considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
10. In case of Joint Holders attending the AGM, only such Joint Holder who is named first in the order of names in the Register of Members will be entitled to vote.
11. Only bona fide Members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
12. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address, mobile number and email IDs etc. to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars.
13. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address, mobile number and email IDs etc. to the Company's RTA i.e. KFin Technologies Limited (Unit: Biocon Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or the Secretarial Department of the Company. Relevant forms for making relevant requests are available on the Company's website at www.biocon.com.
14. The Securities and Exchange Board of India ('SEBI') has mandated furnishing of PAN and KYC details (i.e., Contact details, bank account details, Specimen signature etc.) by holders of physical securities in prescribed forms. Any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the SEBI Master Circular dated June 23, 2025. Relevant details and forms prescribed by SEBI in this regard are made available under investors section on the website of the Company at www.biocon.com. Further, the complete contact details of the RTA, KFin Technologies Limited is also available on the website of the Company.
15. In compliance with SEBI Master Circular dated June 23, 2025, the Company has disseminated the requirements to be complied with by holders of physical securities on its website www.biocon.com. The Company has also directly intimated its securityholders about folios which are incomplete with regard to details required under applicable Master Circular.
16. 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 the RTA i.e. KFin Technologies Limited (Unit: Biocon Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or the Secretarial Department of the Company.

17. Members who have not registered their email IDs, are requested to register the same with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, Members are requested to submit their request with their valid e-mail IDs to our RTA at evoting@kfintech.com or co.secretary@biocon.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company. For more details, please refer Para B of 'Instructions for e-voting' section.
18. Pursuant to Section 101 and Section 136 of the Act, read with the Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations, the Company shall serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail IDs either with the Company and / or with the Depository Participants.
19. **Dispatch of Annual Report through electronic mode:** In compliance with the MCA Circulars and SEBI Circular dated October 03, 2024, Notice of the AGM along with the Integrated Annual Report 2024-25, are being sent only through electronic mode to those Members whose email ids are available with the Company/ Depositories/RTA. Additionally, in accordance with Regulation 36(1) (b) of SEBI Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/ Depository Participants providing the weblink including the path of the Company's website from where the AGM Notice and Integrated Annual Report for financial year 2024-25 can be accessed.
20. Members may note that the Notice of the AGM and Integrated Annual Report 2024-25 will also be available on the Company's website www.biocon.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>.
21. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed to the Notice.
22. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide the facility of remote e-voting to all the Members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting. Members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again at the meeting.
23. The Company has fixed Friday, August 01, 2025 as Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 5 days commencing from Sunday, August 03, 2025 at 9:00 A.M. (IST) to Thursday, August 07, 2025 at 5:00 P.M. (IST) (both days inclusive). A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
24. The Company has fixed Friday, July 04, 2025 as Record Date for determining the names of Members eligible for dividend on equity shares for the financial year ended on March 31, 2025, if declared at the AGM.
25. The dividend on equity shares as recommended by the Board, if declared at this AGM, will be paid on or before Friday, August 22, 2025 to those Members whose names appear on the Company's Register of Members as on Friday, July 04, 2025.
26. **Inspection by Members:** All documents referred to in the accompanying Notice and the Explanatory Statement and the Certificate from Secretarial Auditors of the Company certifying that ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of the AGM. The said documents are also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspection, may send their request through an email at co.secretary@biocon.com up to the date of AGM.
27. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director(s) seeking appointment / re-appointment at the AGM is furnished as annexure to this Notice. The Director(s) have furnished consent/declarations for their appointment / re-appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
28. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their email IDs 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.
29. **IEPF Related Information:**
Unclaimed Dividend: Members are requested to note that as per Section 124(5) of the Act, the dividend which remains unpaid or unclaimed for a period of 7 (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 under Section 125 of the Act. Therefore, the amount of unclaimed dividend up to financial year ended March 31, 2017 has been transferred to the IEPF. Unclaimed dividend for the financial year ended March 31, 2018 is due for transfer to IEPF in the year 2025. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2024 on the website of the Company at www.biocon.com and also on the website of the Ministry of Corporate Affairs. Further, the details of unpaid and unclaimed dividends lying with the

Company as on March 31, 2025 are also uploaded on the website of the Company. Members may approach the IEPF Authority to claim the unclaimed dividend transferred by the Company to IEPF. Members may approach the Company Secretary and Compliance Officer / Nodal Officer of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.

Shares w.r.t. unclaimed dividend: Members are requested to note that as per Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for 7 (seven) consecutive years or more are required to be transferred to Demat Account of IEPF Authority. Consequently, the Company has transferred eligible equity shares during the financial year 2024-25 to Demat Account of IEPF Authority. Further, shares eligible to be transferred shall be transferred to IEPF during financial year 2025-26 within timelines. Details of shares so transferred are uploaded on the website of the Company at www.biocon.com. Members are entitled to claim the same from IEPF by submitting an application in the prescribed online web based Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed, to the Nodal Officer of 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. No claim shall lie against the Company in respect of dividend / shares so transferred.

30. **Dematerialization of Shareholding:** As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form. Further, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
31. Members may please note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.biocon.com and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at <https://riskfintech.com/default.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
32. **Mandatory PAN Submission:** 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 / to our RTA.
33. **Dividend related information:**

Pursuant to the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income is taxable in the hands of shareholders

w.e.f. April 1, 2020 and the Company is required to deduct Tax at Source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFin Technologies Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ KFinTech/ Depository Participant. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

- (a) **For resident shareholders,** taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 on the amount of Dividend declared and paid by the Company as follows:

Shareholders having valid PAN registered	10%*
Shareholders not having PAN / Invalid PAN / Inoperative PAN (PAN and Aadhaar not linked)	20%

*As per section 139AA of the Income Tax Act, 1961, every person who has been allotted a PAN and who is eligible to obtain Aadhaar No., shall be required to link the PAN with Aadhaar No. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he/she shall be liable to all consequences under the Income Tax Act, 1961 and tax shall be deducted at the higher rates as prescribed under 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted in the following cases:

1. If dividend income to a resident Individual shareholder during FY 2025-26 does not exceed ₹ 10,000/-.
(However, TDS will be deducted, regardless of dividend amount, if PAN of the shareholder is invalid / inoperative or not registered with the Company/ KFinTech/ Depository Participant).
2. If the shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.
3. Shareholders providing Form 15G (applicable to Resident individuals below 60 years) / Form 15H (applicable to a Resident Individual aged 60 years or more) - on fulfillment of prescribed conditions.
(PAN is mandatory for Members providing Form 15G / 15H or any other document as mentioned above).
Shareholders may also submit any other document as prescribed under the Income Tax Act, 1961 to claim a lower / Nil withholding tax.

- (b) **For Non-resident shareholders,** taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them.

Further, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder can avail beneficial rates under tax treaty between India and their country of residence, subject to providing the following necessary documents:

- Self-attested copy of Tax Residency Certificate (TRC) (of FY 2025-26 or calendar year 2025), valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities, if any.
- Self-declaration in Form 10F executed in electronic mode from Income tax portal.
- Self-Declaration confirming not having Permanent Establishment in India and eligibility to Tax Treaty benefit (of FY 2025-26 or calendar year 2025).
- Any other documents as prescribed under the Income Tax Act, 1961 for lower withholding of taxes, if applicable, duly attested by the shareholders.

TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the Income Tax Act, 1961, at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with Multilateral Instrument, whichever is more beneficial, subject to the submission of the above documents, if applicable.

Please note that the Company is not obligated to apply the Tax Treaty rates at the time of tax deduction / withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Income Tax Act, 1961.

Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Sunday, July 20, 2025.

Kindly note that the aforementioned documents are required to be submitted at <https://ris.kfintech.com/form15/> on or before Sunday, July 20, 2025 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained post Sunday, July 20, 2025. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

In accordance with the provisions of the Income Tax Act 1961, TDS certificates can be made available to the Members at their registered email ID after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend. Members will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>.

The above tax rates are indicative in nature. For specific rates, Members may refer to the separate email communication sent by the Company informing the Members regarding this change in the Act as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

34. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
 - 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.
35. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
36. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to KFin Technologies Limited (Unit: Biocon Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or by sending a request on e-mail at co.secretary@biocon.com or contact KFinTech at einward.ris@kfintech.com. Relevant forms (Form No. ISR-1) is available on the Company's website at www.biocon.com, to enable Members to make such requests.

Members may note that as per Master Circular dated June 23, 2025 issued by SEBI, Members who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Contact Details (iii) Bank Account Details and (iv) Signature], are eligible to get dividend only in electronic mode with effect from April 01, 2024. Accordingly, final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf (FAQ Nos. 38 & 39). Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) so that the folios can be KYC updated. ISR Forms can be accessed from our website at www.biocon.com.

37. **The process and manner of participating in Annual General Meeting through Video conferencing is explained herein below:**

- a. Members may attend the AGM through video conferencing platform provided by KFin Technologies Limited (Kfintech). Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access members login by using the remote e-voting credentials. The link for AGM will be available in members login where the EVEN and the name of the Company can be selected.
- b. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice.
- c. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches and Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- d. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Questions and queries

- e. Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to write your queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. Please note that, members' questions will be answered, only if the Member continues to hold the shares as on the cut-off date i.e. August 01, 2025. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

Speaker Registration

- f. Members may register themselves as speakers for the AGM to express their views or ask questions during the AGM. Accordingly, the Members may visit <https://emeetings.kfintech.com> and click on 'Speaker Registration' option available on the screen after login during the remote e-voting period. Members shall be provided a 'queue number' before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- g. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon ('vote now') on the left side of the screen to cast their votes.
- h. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Limited at toll free number 1800-309-4001 or write at evoting@kfintech.com.

By Order of the Board of Directors

Place: Bengaluru
Date: June 26, 2025

Sd/-
Siddharth Mittal
Managing Director & CEO
DIN: 03230757

Biocon Limited

Regd. Office: 20th KM, Hosur Road,
Electronic City, Bengaluru – 560 100
CIN: L24234KA1978PLC003417
Email: co.secretary@biocon.com
Website: www.biocon.com
Phone: 080 – 2808 2808
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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4: To re-appoint Naina Lal Kidwai (DIN: 00017806) as an Independent Director of the Company.

Section 149(10) of the Companies Act, 2013 ("the Act") provides that an independent director shall hold office for a term of up to 5 (five) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to 2 (two) consecutive terms.

Naina Lal Kidwai (DIN: 00017806) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting of the Company held on July 28, 2022, for a term commencing from the date of Board's approval i.e. April 28, 2022 till the conclusion of 47th AGM of the Company to be held in the year 2025. Accordingly, her first term as an Independent Director shall end at the conclusion of the ensuing 47th AGM of the Company i.e. on August 08, 2025.

The Nomination and Remuneration Committee, on the basis of performance evaluation of Independent Directors, has recommended re-appointment of Naina Lal Kidwai as an Independent Director for a second term of 5 (five) consecutive years from the date of the 47th AGM of the Company i.e. from August 08, 2025 till August 07, 2030.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background, experience and contributions made by Naina Lal Kidwai during her tenure, her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director. Further, Naina Lal Kidwai possesses the integrity, expertise, experience for re-appointment as an Independent Director and is a person of high integrity and repute. She possesses the requisite skills and capabilities as specified in Annexure 1 of this Notice, which is required for the role and she meets all requirements adequately & effectively.

Accordingly, it is proposed to re-appoint Naina Lal Kidwai as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from the date of the 47th AGM of the Company i.e. from August 08, 2025 till August 07, 2030.

Naina Lal Kidwai is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act. The Company has received requisite declarations from Naina Lal Kidwai as per the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including the declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ('SEBI') or any other authority. Further, Naina Lal Kidwai is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA), for lifetime.

In the opinion of the Board, Naina Lal Kidwai fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations, and is also independent of the management. The Company has also received notice in writing from a Member under Section 160 of the Act proposing the candidature of Naina Lal Kidwai for re-appointment as an Independent Director of the Company.

Naina Lal Kidwai shall be paid remuneration by way of commission or otherwise in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof as approved by the Members of the Company and the Board of Directors, from time to time.

The copy of draft letter of appointment of Naina Lal Kidwai setting out the terms and conditions of her appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of this Notice for approval of the Members of the Company as a Special Resolution.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Naina Lal Kidwai including her profile and specific areas of expertise are given in 'Annexure 1' to this AGM Notice.

Save and except Naina Lal Kidwai and her relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5: To approve the payment of remuneration to Directors in case of absence / inadequate profits.

The shareholders through Postal Ballot Notice dated December 19, 2022, approved that in the event of absence or inadequacy of profits in any of the 3 (three) years commencing from Financial Year 2022-23, the remuneration as approved by the Members at the 42nd Annual General Meeting (AGM) of the Company held on July 24, 2020, 43rd AGM held on July 23, 2021 and by the Board of Directors from time to time be continued to be paid to the Executive Directors, Non-Executive Directors and Independent Directors as minimum remuneration.

The shareholders at the 43rd AGM on July 23, 2021 approved payment of remuneration to Non-Executive Directors (including Independent Directors) upto 3% of the net profits of the Company. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act.

The shareholders at the 46th AGM of the Company, held on August 09, 2024 approved the re-appointment of Kiran Mazumdar Shaw as an Executive Director, designated as Executive Chairperson for a period of 5 (five) years commencing from April 1, 2025, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the 46th AGM Notice. The shareholders at the said AGM also approved re-appointment of Siddharth Mittal as Managing Director of the Company for a

period of 5 (five) years effective from December 1, 2024, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the 46th AGM Notice.

The shareholders further approved that, the terms and conditions of appointment of Kiran Mazumdar-Shaw and Siddharth Mittal, including remuneration and annual incremental thereof, can be altered and varied, but such remuneration shall not exceed the limits specified in the Act and / or as specifically approved by the Members of the Company pursuant to Section 197 of the Act read with Schedule V.

The shareholders further approved payment of remuneration to Siddharth Mittal in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s), during his tenure as the Managing Director of the Company provided, however, that the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof, unless specifically approved by the Members of the Company pursuant to Section 197 of the Act read with Schedule V.

In the event of loss or inadequacy of profits in any financial year during the tenure of service of the Chairperson and the Managing Director, the payment of remuneration shall be governed by the limits prescribed under Section 197 of the Act read with Part II of Schedule V to the Act as specifically approved by the Members of the Company.

The Company's business operations related to the sale of generic formulations are recorded in a wholly owned subsidiary, while the sale of Active Pharmaceutical Ingredients (APIs) from a manufacturing facility in Visakhapatnam, Andhra Pradesh is recorded in another wholly owned subsidiary. As a result, a portion of the sales and corresponding profitability from the generics segment is reflected in the financials of these subsidiaries, leading to comparatively lower profitability in the Company's standalone financial statements.

Additionally, the Company has funding commitments in Biocon Biologics Limited (BBL), subsidiary of the Company and, as one of the funding options, has issued Non-Convertible Debentures and Commercial Papers to various investors. The interest costs associated with these borrowings are recorded in the Company's books, which also impacts standalone profitability due to applicable accounting treatments.

Despite these factors, the standalone business of the Company is expected to generate adequate cash flows to meet its obligations, including payment of remuneration to Directors. However, the transfer of a portion of the generics business profitability to subsidiaries and the interest costs from debt raised for subsidiary-related commitments have affected the Company's net profits in the current financial year and may continue to do so in the near future.

In such situation the remuneration payable to directors is likely to exceed (i) the limit of 3% of the net profits of the Company, being maximum limit of remuneration payable to Non-Executive Directors (including Independent Directors), (ii) 5% of the net profits of the Company, being maximum limit of remuneration payable individually to Managing Director or Whole-time Director, (iii) limit of 10% of the net profits of the company, being maximum limit of managerial remuneration payable to all the Executive Directors of the Company in a financial year as well as the (iv) limit of 11% of the net

profits of the company, being the overall remuneration payable to all the Directors of the Company in a financial year as prescribed under Section 197 of the Act.

As per Schedule V of the Act, where in any financial year during the tenure of a managerial person, or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person or other director in excess of the limits prescribed under Section 197 and Schedule V if the resolution passed by the shareholders is a special resolution.

Accordingly, as an abundant caution, approval of the shareholders is being sought for payment of remuneration to the Directors (including Executive, Non-Executive & Independent Directors), in situation of absence or inadequacy of profits for 3 (three) years w.e.f. Financial Year 2025-26.

Further, pursuant to Regulation 17(6)(e) of SEBI Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special resolution in general meeting, if (i) the annual remuneration payable to such executive director exceeds Rupees 5 (five) crore or 2.5 (two and half) per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 (five) per cent of the net profits of the listed entity. The Members' approval obtained for re-appointment of Kiran Mazumdar-Shaw at the 46th AGM of the Company held on August 09, 2024 already covered the above approval by way of a Special Resolution till the expiry of her term. Accordingly, the Special Resolution, being proposed, would also be in compliance with the aforesaid requirements of SEBI Listing Regulations, in case it becomes applicable for any subsequent financial years till her term as an Executive Chairperson, pursuant to increase, if any, in the remuneration of Kiran Mazumdar-Shaw.

Further, Section II Part II of Schedule V of the Act requires disclosure of certain information to be made in the explanatory statement of the Notice calling the general meeting seeking approval of the Members for payment of remuneration by companies having no or inadequate profits. The said disclosures form part of this Notice as "**Annexure 2**".

The proposed resolution is envisaged to pay remuneration in the event of inadequate / no profits. However, there will be no change in remuneration of Directors in absolute amount other than annual salary increments as stated in Annexure 2.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 08, 2025 approved and recommended payment of remuneration to Directors in situation of absence or inadequacy of profits, on the same terms and conditions of appointment and remuneration as approved by the Members / Board of Directors of the Company by considering such remuneration to be the minimum remuneration payable to the Directors during the 3 (three) years commencing from Financial Year 2025-26.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Accordingly, the Board, recommends the resolution as set out at Item No. 5 of this Notice for approval of the Members of the Company as a Special Resolution.

All the Directors of the Company & their relatives (including Executive, Non-Executive & Independent Directors) may be deemed to be concerned or

interested in the proposed Resolution in so far as it relates to the Directors' own remuneration.

Except as stated above, none of the Directors or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item Nos. 6 to 15: To approve material related party transactions between various subsidiaries of the Company.

Context and Statutory provisions for Item Nos. 6 to 15:

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") provides that all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of SEBI Listing Regulations defines "related party transaction" to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

As per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding 15 (fifteen) months. In this regard, it is proposed to obtain Member's approval of omnibus RPTs for various material related party transactions between various subsidiaries of the Company at the ensuing 47th AGM which shall be valid upto the date of the next 48th AGM for a period not exceeding 15 (fifteen) months.

It is in the above context that the Resolution Nos. 6 to 15 are proposed for the approval of the Members of the Company.

Brief about the Companies involved in the transactions:

Biocon Biologics Limited, India

Biocon Biologics Limited ("BBL"), an unlisted material subsidiary of the Company is a fully integrated global biosimilars organization. It is leveraging cutting-edge science, innovative tech platforms and advanced research & development capabilities to lower costs of biologics therapies while improving healthcare outcomes. It has a strong research pipeline of biosimilar molecules across diabetes, oncology, immunology and other non-communicable diseases. Five molecules from Biocon Biologics' portfolio have been taken from lab to market in developed markets like U.S., EU, Australia, Canada, Japan and key emerging markets. It has many firsts to its credit including the most recent U.S. FDA approval of the world's first

interchangeable biosimilar, awarded to its Insulin Glargine, which has been commercialized in the U.S. in 2021. With a team of ~5,500 people, BBL is committed to transforming healthcare and transforming lives by enabling affordable access to millions of patients' worldwide.

Biocon Biologics UK Limited, United Kingdom

Biocon Biologics UK Limited ("BBUK"), which was incorporated in the United Kingdom in March, 2016 is a wholly owned subsidiary of BBL and is a step-down material subsidiary of the Company. BBUK is engaged in development and commercialization of monoclonal antibody portfolio. Currently, BBUK is engaged in commercialization of biosimilar trastuzumab and biosimilar pegfilgrastin launched in global markets including United States and biosimilar bevacizumab in majority of global markets including Canada.

Biosimilars Newco Limited, United Kingdom

Biosimilars Newco Limited ("BNCL"), a company incorporated in the United Kingdom, is a wholly owned subsidiary of BBL and is a step-down material subsidiary of the Company, wherein BBL holds 68.40% and BBUK holds 31.60% of the share capital of BNCL. BNCL was acquired from Mylan Inc., a Pennsylvania corporation and wholly owned subsidiary of Viatris Inc. on November 29, 2022, as part of acquisition of Viatris' Biosimilar business. BNCL undertakes biosimilar businesses, i.e. w.r.t. Trastuzumab, Bevacizumab, Pegfilgrastim, Glargine, Aspart and Ustekinumab across the globe.

Biocon Sdn. Bhd., Malaysia

Biocon Sdn. Bhd. ("BSB") is a wholly owned subsidiary of BBUK and is a step-down subsidiary of the Company. BSB was established as the group's first overseas manufacturing facility at Malaysia. BSB is engaged in the manufacturing of insulins and insulin analogues for global markets and is located within BioXcell, a biotechnology park in Iskandar Puteri, Johor. The facility is Asia's largest integrated insulins manufacturing facility with approvals from several global agencies including National Pharmaceutical Regulatory Authority ('NPRA'), Malaysia, cGMP certification from HPR (EMA) and Cgmp certification from the U.S. Food and Drug Administration ('USFDA'). With over US\$ 400 Million investment, about 750 strong workforce, BSB is the single largest biotech facility in Malaysia and holds the commercial and development rights of insulin and insulin analogs.

Biosimilar Collaborations Ireland Limited, Ireland

Biosimilar Collaborations Ireland Limited ("BCIL"), a company incorporated in Ireland, is a wholly owned subsidiary of BBUK and is a step-down material subsidiary of the Company, which was acquired from Mylan Ireland Limited, an Irish private limited company and wholly owned subsidiary of Viatris Inc. on November 29, 2022 as part of acquisition of Viatris' Biosimilar business. BCIL undertakes biosimilars businesses w.r.t. Adalimumab, Etanercept and Aflibercept.

Biocon Biologics Inc., USA

Biocon Biologics Inc. ("BBI") is a wholly owned subsidiary of BBUK and is a step-down material subsidiary of the Company. It is registered in the State of Delaware, United States of America. BBI was established with an objective to undertake all activities relating to pharmaceuticals, biopharmaceuticals and biologics products, i.e. commercialization, distribution etc. in the USA and other geographies.

Biocon Biologics Global PLC, United Kingdom

Biocon Biologics Global PLC ("BBGP") is a wholly owned subsidiary of BBUK and is a step-down subsidiary of the Company, incorporated on July

19, 2024 and registered in London, United Kingdom. BBGP was established with an objective to undertake activities such as commercialization, sale and distribution etc. related to pharmaceuticals, biopharmaceuticals and biologics products.

Biocon Biologics Germany GmbH, Germany

Biocon Biologics Germany GmbH ("BBGG") is a wholly owned subsidiary of BBUK with effect from March 29, 2023 and is a step-down subsidiary of the Company, registered in Frankfurt, Germany. BBGG was set up with an objective to undertake activities such as commercialization, sale and distribution etc. related to pharmaceuticals, biopharmaceuticals and biologics products.

Background, details and benefits of the proposed transactions:

Various related party transaction(s) which will be entered into and/ or continue amongst the related parties are as follows:

The transactions between and amongst the subsidiaries of the Company as covered in item nos. 6 to 15 are in the nature of routine business transactions (i.e. sale/ purchase of goods, support services, power & utility, canteen, rental, amongst others).

The details of the aforesaid transactions are captured under **"Annexure 3"** of this Notice which are in the ordinary course of business and on arm's length basis and are in accordance with Related Party Transactions Policy of the Company. These transactions are undertaken for smooth business operations and overall growth of the business of Biocon Group.

The value of such transaction(s) (individually or taken together with previous transactions) may exceed ₹ 1,000 crores or 10% the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and hence, approval of the Members of the Company by way of ordinary resolutions mentioned at Item Nos. 6 to 15 is being sought.

The Audit Committee of the Company consisting only of Independent Directors, and the Board of Directors, have, based on relevant details provided by the management, at their respective meetings held on May 07, 2025 and May 08, 2025, reviewed and approved the said transaction(s), while noting that such transactions shall be on an arm's length basis and in the ordinary course of business and are in accordance with Related Party Transactions Policy of the Company.

The Board accordingly recommends the resolutions set out at Item Nos. 6 to 15 of this Notice for approval by the Members by way of ordinary resolutions.

Save and except the following Directors (who are also Directors / relatives of Directors of the concerned subsidiaries) and their relatives, none of the other Director(s) / Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any:

- Kiran Mazumdar Shaw, Prof. Ravi Mazumdar and Eric Vivek Mazumdar are interested in resolution nos. 6, 7, 8, 11, 13 and 15 in their capacity as Director/ relative of Director of the subsidiaries involved in the transactions.
- Bobby Kanubhai Parikh is interested in resolution nos. 6, 7, 8, 9, 10, 11, 12, 13 and 15 in his capacity as Director of the subsidiaries involved in the transactions.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are set forth in **"Annexure 3"**.

Item No. 16: To approve increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate.

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiaries) from time to time, in compliance with the applicable provisions of the Companies Act, 2013 ('the Act').

As per Section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

As per Section 186(3) of the Act, where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under sub-section (2), no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting. Provided that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of this sub-section shall not apply.

The Board of Directors of the Company at its meeting held on November 14, 2022 approved and recommended to the shareholders to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may be deemed beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 5,000/- Crores (Rupees Five Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, outstanding at any given point of time, as prescribed under Section 186 of the Companies Act, 2013. The same was approved by the shareholders of the Company through Postal ballot on January 21, 2023.

As per the latest audited Balance Sheet of the Company as on March 31, 2025, 60% of the paid-up share capital, free reserves and securities premium account amounts to ₹ 6,778 Crores while 100% of its free reserves and securities premium account amounts to ₹ 10,697 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is ₹ 15,697 Crores.

As on March 31, 2025, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to ₹ 12,368 Crores.

The Company proposes to make further investments in its subsidiary, Biocon Biologics Limited (BBL), through the purchase of optionally convertible debentures (OCDs) from existing investor of ~₹1700 crores, and is additionally required to meet put option obligations or financial commitments extended to various investors for their investments in BBL. Further, the Company from time to time makes investments in, provides loans to, its wholly-owned subsidiaries and provides guarantees / securities w.r.t. loans taken by the wholly owned subsidiaries for providing business and operational support. These proposed investments / guarantees may result in the exhaustion of the limits prescribed under Section 186 of the Act.

In view of the above and considering the long-term business plans of the Company wherein the Company is required to make further investments, provide loans / and issue guarantees / securities to companies within the group, persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits from existing ₹ 5,000/- Crores (Rupees Five Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, outstanding at any given point of time, to ₹ 8,000/- Crores (Rupees Eight Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, outstanding at any given point of time.

Accordingly, the Board recommends the resolution as set out at Item No. 16 of this Notice for approval of the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 17: To approve the appointment of Secretarial Auditors of the Company.

Pursuant to the provisions of Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") on the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint: (i) an individual as Secretarial Auditor for not more than one term of 5 (five) consecutive years; or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than 2 (two) terms of 5 (five) consecutive years, with the approval of its shareholders in its Annual General Meeting.

The Audit Committee and Board of Directors at their meetings held on May 07, 2025 and May 08, 2025, respectively, approved and recommended the appointment of M/s. V. Sreedharan & Associates, a firm of Company Secretaries in practice (holding Peer Review Certificate No. 5543/2024), as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 at a proposed annual fees of Rs. 2,50,000 (Rupees Two Lakhs and Fifty Thousand only) for conducting secretarial audit of the Company, payable in one or more tranches, plus applicable taxes, and reimbursement of out-of-pocket expenses as may be incurred in connection with performing the secretarial audit of the Company, with the power of the Audit Committee and/or Board of Directors to alter and vary the terms and conditions of appointment, revision in fees during the tenure of the Secretarial Auditors, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

The above remuneration is based on the scope of work, knowledge, industry experience, expertise, team size, time and efforts required to be put by M/s. V. Sreedharan & Associates and is subject to approval of their appointment by the Members at this AGM. Besides the audit services as aforesaid, the Company would also obtain certifications and other professional services, as permissible/mandatorily required from M/s. V. Sreedharan & Associates, as the Secretarial Auditors under applicable laws. The fees for such services will be in addition to the remuneration/fees mentioned above as may be mutually agreed with the Secretarial Auditors.

Credentials and Profile of Secretarial Auditors

M/s. V. Sreedharan & Associates (having Firm Registration no. P1985KR14800), is a Peer Reviewed Firm of reputed Practising Company Secretaries based in Bengaluru. Converted to Partnership Firm from sole proprietorship in the year 2008, with legacy experience dating back to 1988, the firm has built a strong reputation for its integrity, depth of knowledge, and consistent delivery of quality services. The firm is spearheaded by seasoned professionals – CSV. Sreedharan and CS Pradeep B. Kulkarni – both of whom are Fellow Members of the ICSI and have held prestigious positions such as

members of Central and Regional Councils of the Institute. Additionally, CS Dr. Shobha Shridhar who is also a Fellow Member of the ICSI, was recently co-opted as a partner in the firm. Recognised by the Institute of Company Secretaries of India with a Certificate of Appreciation in 2021, the firm stands out for its commitment to professional excellence, confidentiality, and client satisfaction.

As part of their Secretarial audit, M/s. V. Sreedharan & Associates have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date. Their approach and diligence followed in conducting the secretarial audit and certification of the Secretarial records of the Company, in accordance with the provisions of the Act and the applicable SEBI Regulations, has been appropriate and compliant.

The Company has received consent and various disclosures from M/s. V. Sreedharan & Associates, Company Secretaries confirming eligibility and qualifications for appointment as Secretarial Auditors.

M/s. V. Sreedharan & Associates meet the eligibility, qualifications and other requirements of the Secretarial Auditors as specified in SEBI Listing Regulations, 2015. Further, they are not disqualified from being appointed as the Secretarial Auditors of the Company.

Accordingly, approval of the Members is sought for the appointment of M/s. V. Sreedharan & Associates as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, by passing an Ordinary Resolution.

The Board recommends the resolution set out at Item No. 17 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 18: To ratify the remuneration of Cost Auditors for the Financial Year 2025-26.

The Board of Directors at their meeting held on May 08, 2025 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, 2026 at a remuneration of ₹ 4,75,000 plus applicable taxes and out of pocket expenses, as recommended by the Audit Committee of the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required 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, 2026, by passing an Ordinary Resolution.

The Board recommends the resolution set out at Item No. 18 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors

Sd/-
Place: Bengaluru
Date: June 26, 2025

Siddharth Mittal
Managing Director & CEO
DIN: 03230757

Biocon Limited

Regd. Office: 20th KM, Hosur Road,
Electronic City, Bengaluru – 560 100
CIN: L24234KA1978PLC003417
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“Annexure – 1”

ADDITIONAL INFORMATION ON DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 47TH AGM.

[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by ICSI]

Brief Profile of Prof. Ravi Rasendra Mazumdar



Prof. Ravi Mazumdar is a University Research Chair Professor, Department of Electrical and Computer Engineering, University of Waterloo, Canada. He has been a professor in several prestigious universities including Purdue University, U.S. Columbia University, U.S., University of Essex, UK, INRS Telecommunications, Canada. He has been on the editorial board of several technical journals.

He holds Ph. D. University of California, Los Angeles (UCLA) and M.Sc. Imperial College, London. He has been a distinguished visiting Professor at IIT, Bombay, Adjunct Professor at TIFR, Mumbai, Fellow of the Royal Statistical Society, Fellow of the Institute of Electrical and Electronics Engineers (IEEE), Fellow of Asia-Pacific Artificial Intelligence Association (AIAA), and recipient of several Best Paper Awards from the IEEE and ITC.

Brief Profile of Naina Lal Kidwai



Naina Lal Kidwai is the Chairperson and Senior Advisor of Rothschild & Co India, Senior Advisor of Advent International Private Equity and TPG Rise private equity and venture advisor to Lightspeed Venture partners India. She serves as an Independent Director on the boards of Holcim SA, Gland Pharma Limited, Nayara Energy Limited and UPL Limited.. She has been the Past President of FICCI (Federation of Indian Chambers of Commerce & Industry). She retired on December 2015 as an Executive Director on the board of HSBC Asia Pacific and Chairperson, HSBC India and in April 2018 from the global board of Nestle.

She is a member of the INDO-ASEAN Business Council, the Punjab Innovation Mission Advisory Board, the Army Group Insurance Fund's investment advisory committee, Harvard Business School's South Asia Advisory Board, Standard Chartered Bank's International Advisory Council and Champion India for the World Bank's South Asia championing and visioning process.

An MBA from Harvard Business School, she is the recipient of several awards and honours including the Padma Shri for her contribution to Trade and Industry. She is engaged with institutions in environment, water and sanitation and has authored 3 books including the bestsellers “30 women in Power: Their Voices, Their Stories” and “Survive Or Sink: An Action Agenda for Sanitation, Water, Pollution, and Green Finance”.

Her interests in water, sanitation and the environment and empowerment of women are reflected in her engagements as a Member Advisory Board of the Wildlife Conservation Trust, Chair of FICCI's Water Mission and founder and Chair of the India Sanitation Coalition.

Other details:

Name of the Director	Prof. Ravi Rasendra Mazumdar (DIN: 00109213)	Naina Lal Kidwai (DIN: 00017806)
Date of Birth & age	April 17, 1955 (70 Years)	April 16, 1957 (68 Years)
Date of first appointment on the Board	August 08, 2000 (Retiring by rotation at this AGM)	April 28, 2022 (Proposed to be re-appointed for a second and final term of 5 (five) consecutive years effective from August 08, 2025 till August 07, 2030 (both days inclusive))
Nature of expertise in specific functional areas	Research/Academia/Innovation, General Management, Audit/Finance & Risk Management, Digital/Technology, Manufacturing/ R&D/ Operations, Talent Management, Strategy, Science and Technology (including Emerging Technologies) and Environmental, Social and Governance (ESG)	General Management, Audit/Finance & Risk Management, Global Business Experience, Talent Management, Strategy, and Environmental, Social and Governance (ESG)
Qualification	<ul style="list-style-type: none"> Ph. D. University of California, Los Angeles (UCLA) M.Sc. Imperial College, London B.Tech in Electrical Engineering, IIT Bombay 	<ul style="list-style-type: none"> MBA from Harvard Business School BA, Economics, Lady Shri Ram College for Women, Delhi University Chartered Accountant
Relationship with other Directors, Manager and KMPs	Kiran Mazumdar Shaw is sister and Eric Vivek Mazumdar is son	NIL

Name of the Director	Prof. Ravi Rasendra Mazumdar (DIN: 00109213)	Naina Lal Kidwai (DIN: 00017806)
Directorship held in other Indian Companies	NIL	<ul style="list-style-type: none"> UPL Limited Gland Pharma Limited Nayara Energy Limited Rothschild & Co India Private Limited Climate Finance India Private Limited
Membership of Committees of the Board in other Indian Companies	NIL	<ul style="list-style-type: none"> UPL Limited (Chairperson of Stakeholders Relationship Committee and Sustainability Committee) Gland Pharma Limited (Chairperson of Risk Management Committee) Nayara Energy Limited (Member of Audit Committee and Banking and Finance Committee; Chairperson of Nomination and Remuneration Committee and CSR & Sustainability Committee)
Listed entities from which the Director has resigned in the past 3 (three) years	NIL	<ul style="list-style-type: none"> Max Financial Services Limited (Resigned w.e.f. May 31, 2022)
Number of meetings of the Board attended during the financial year 2024-25 [Out of 8 (eight) held]	8 (Eight)	8 (Eight)
Terms and conditions of Appointment or Re-appointment	Liable to retire by rotation	Not Liable to retire by rotation
Remuneration last drawn [FY 2024-25]	₹ 6.80 Million	₹ 6.80 Million
Remuneration sought to be paid	Entitled to sitting fees and remuneration as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time within the overall limits as per the Companies Act, 2013 and/ or as approved by the shareholders from time to time	
Shareholding in Biocon Limited (as on the date of this Notice)	53,01,321 (0.40%)	NIL
Shareholding as a beneficial owner	-	-
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	-	Refer Explanatory Statement w.r.t. Item no. 4 and the skills and expertise as specified above in this table

“Annexure – 2”

INFORMATION PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

A. Disclosure in terms of Section 197 read with Schedule V to the Companies Act, 2013, and other applicable provisions and Rules thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the case may be:

I. General Information:

1. **Nature of industry:** Pharmaceutical Industry.
2. **Date or expected date of commencement of commercial production:** Existing Company. Date of Incorporation: November 29, 1978.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. **Financial and Operating performance based on given indicators:** The Financial and Operating performance of the Company during the 3 (three) preceding financial years is as under:

(Amount in Mn ₹)

Particulars	Standalone		
	FY 2024-25	FY 2023-24	FY 2022-23
Total Revenue	24,849	23,203	22,643
Total Expense (excluding exception items)	24,315	21,845	21,559
Profit/ Loss After Tax	6,093	1,193	28,484
Dividend per share	₹ 0.50/- per share	₹ 0.50/- per share	₹ 1.50/- per share
Interim Dividend, if any	-	-	-
Final Dividend	668	600	1,801
Total dividend for FY	668	600	1,801
Operating Performance (Core Operating Margin)	17%	20%	13%

5. **Foreign investments or collaborations, if any:** The Company is listed on the BSE Limited and National Stock Exchange of India Limited. As at March 31, 2025, the Foreign shareholding in the Company was at 27.54%. The Company does not have any Foreign Collaborations.

II. Information about the Directors:

Name of Director	Background details, Recognition or awards, Job profile and his / her suitability	Past remuneration	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any
Kiran Mazumdar Shaw	Please refer the link https://www.biocon.com/about-us/board-of-directors-biocon/kiran-mazumdar-shaw-biocon/ of the website of the Company.	Refer table below	Refer below	Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Kiran Mazumdar Shaw has pecuniary relationship with the Company as far as it relates to her own remuneration. She is related to Prof. Ravi Rasendra Mazumdar (Director) as his Sister and to Eric Vivek Mazumdar (Director) as his Aunt. Further, she is the Promoter of the Company and holds 48,45,81,970 Equity shares constituting 36.24% of the paid-up share capital of the Company as on the date of this Notice. Further, Kiran Mazumdar Shaw is the beneficiary to the shares held by Glentec International (Promoter).

Name of Director	Background details, Recognition or awards, Job profile and his / her suitability	Past remuneration	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any
Siddharth Mittal	Please refer the link https://www.biocon.com/about-us/management-team/siddharth-mittal-biocon/ of the website of the Company.	Refer table below	Refer below	Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Siddharth Mittal has pecuniary relationship with the Company as far as it relates to his own remuneration. Further, he holds 9,67,707 Equity shares constituting 0.07% of the paid-up share capital of the Company as on the date of this Notice.
Prof. Ravi Rasendra Mazumdar	Please refer the link https://www.biocon.com/about-us/board-of-directors-biocon/prof-ravi-mazumdar-biocon/ of the website of the Company.	Refer table below	Refer below		Prof. Ravi Rasendra Mazumdar has pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Kiran Mazumdar Shaw as her brother and to Eric Vivek Mazumdar (Director) as his Father. Further, he is the part of Promoter Group of the Company and holds 53,01,321 Equity shares constituting 0.40% of the paid-up share capital of the Company as on the date of this Notice.
Bobby Kanubhai Parikh	Please refer the link https://www.biocon.com/about-us/board-of-directors-biocon/bobby-parikh-biocon/ of the website of the Company.	Refer table below	Refer below		Bobby Kanubhai Parikh has pecuniary relationship with the Company as far as it relates to his own remuneration.
Eric Vivek Mazumdar	Please refer the link https://www.biocon.com/about-us/board-of-directors-biocon/eric-mazumdar/ of the website of the Company.	Refer table below	Refer below		Eric Vivek Mazumdar has pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Kiran Mazumdar Shaw as her nephew and to Prof. Ravi Rasendra Mazumdar as his son. Further, he holds 31,76,367 Equity shares constituting 0.24% of the paid-up share capital of the Company as on the date of this Notice.
Naina Lal Kidwai	Please refer the link https://www.biocon.com/about-us/board-of-directors-biocon/naina-lal-kidwai/ of the website of the Company.	Refer table below	Refer below		Naina Lal Kidwai has pecuniary relationship with the Company as far as it relates to her own remuneration.

Name of Director	Background details, Recognition or awards, Job profile and his / her suitability	Past remuneration	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his/her origin)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any
Rekha Mehrotra Menon	Please refer the link https://www.biocon.com/about-us/board-of-directors-biocon/rekha-mehrotra-memon/ of the website of the Company.	Refer table below	Refer below	Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Rekha Mehrotra Menon has pecuniary relationship with the Company as far as it relates to her own remuneration.
Nicholas Robert Haggar	Please refer the link https://www.biocon.com/about-us/board-of-directors-biocon/nicholas-robert-haggar/ of the website of the Company.	Refer table below	Refer below		Nicholas Robert Haggar has pecuniary relationship with the Company as far as it relates to his own remuneration.
Atul Dhawan*	Please refer the link https://www.biocon.com/about-us/board-of-directors-biocon/atul-dhawan/ of the website of the Company.	Refer table below	Refer below		Atul Dhawan has pecuniary relationship with the Company as far as it relates to his own remuneration.

*Appointed during the FY 2024-25 i.e. w.e.f May 16, 2024.

Details of Past and Proposed Remuneration

The details of remuneration of Directors for the year ended March 31, 2025 are given below:

Amount in ₹ Million

Directors	Salary and Perquisites			Others		
	Fixed Pay & Bonus	Perquisites [^]	Retirement Benefits	Commission	Sitting Fees	Total
Kiran Mazumdar Shaw	42.28	-	-	-	-	42.28
Siddharth Mittal	71.64	-	2.07	-	-	73.71
Prof. Ravi Rasendra Mazumdar	-	-	-	4.93	1.87	6.80
Eric Vivek Mazumdar	-	-	-	4.59	1.36	5.95
Bobby Kanubhai Parikh	-	-	-	6.46	1.87	8.33
Naina Lal Kidwai	-	-	-	5.27	1.53	6.80
Rekha Mehrotra Menon	-	-	-	4.76	1.87	6.63
Nicholas Robert Haggar	-	-	-	5.61	1.95	7.56
Atul Dhawan*	-	-	-	5.27	1.36	6.63

*Atul Dhawan was appointed as an Independent Director of the Company w.e.f. May 16, 2024.

[^]Perquisites valued as per Income Tax Act, 1961. Perquisite arising from exercise of vested stock options for Siddharth Mittal which were granted during earlier financial years was valued at ₹ 44.88 million.

Details of remuneration proposed to be paid to the Directors are given below:

Kiran Mazumdar Shaw – The shareholders at the 46th Annual General Meeting (AGM) of the Company, held on August 09, 2024 approved the re-appointment of Kiran Mazumdar Shaw as an Executive Director, designated as Executive Chairperson for a period of 5 (five) years commencing from April 1, 2025, along with the remuneration payable to her. Further, the shareholders had authorised the Board to alter and vary the terms and conditions of her appointment, including remuneration and increments payable to her from time to time, subject to such remuneration being within the limits specified in the provisions

of Section 197 of the Companies Act, 2013 and SEBI Listing Regulations and / or as specifically approved by the Members of the Company pursuant to Section 197 of the Act read with Schedule V.

Accordingly, the Board of Directors at their meeting held on May 08, 2025 approved the revision in remuneration payable to Kiran Mazumdar Shaw effective from April 01, 2025 and approved that the aggregate remuneration payable during the Financial Year shall not exceed ₹ 5.57 crores, other than variation in reimbursement of expenses and perquisites.

In terms of the applicable provisions and Schedule V of the Companies Act, 2013, where in any of the 3 (three) financial year commencing from financial year 2025-26, the Company has no profit, or its profits are inadequate, remuneration comprising of salary, perquisites and other benefits and emoluments approved as above (including the revision in remuneration as may be approved by the Board of Directors from time to time) shall be continued to be paid as Minimum Remuneration to Kiran Mazumdar Shaw. Further, the Board may, pursuant to the authority given by the shareholders alter and vary the terms and conditions of her appointment, including remuneration and increments payable to her from time to time, commensurate with the remuneration packages paid to similar level counterpart(s) in other companies. However, such annual increment in remuneration, other than perquisites, shall not exceed 30% of the last drawn remuneration (i.e. remuneration as approved by the shareholders/Board of Directors, as the case may be).

Siddharth Mittal - The shareholders at the 46th AGM of the Company, held on August 09, 2024 approved the re-appointment of Siddharth Mittal as Managing Director of the Company for a period of 5 (five) years effective from December 1, 2024 along with the remuneration payable to him. Further, the shareholders had authorised the Board to alter and vary the terms and conditions of his appointment, including remuneration and increments payable to him from time to time, subject to such remuneration being within the limits specified in the provisions of Section 197 of the Companies Act, 2013 and SEBI Listing Regulations and / or as specifically approved by the Members of the Company pursuant to Section 197 of the Act read with Schedule V.

Accordingly, the Board of Directors at their meeting held on May 08, 2025 approved the revision in remuneration payable to Siddharth Mittal effective from April 01, 2025 and approved that the aggregate remuneration payable during the Financial Year shall not exceed ₹ 10.70 crores, other than variation in reimbursement of expenses and perquisites. Additionally, Siddharth Mittal is also entitled to stock options as per details mentioned in point B(8) below. Perquisites arising from exercise of Stock Options held by him shall also be part of remuneration stipulated under the Companies Act, 2013.

In terms of the applicable provisions and Schedule V of the Companies Act, 2013, where in any of the 3 (three) financial year commencing from financial year 2025-26, the Company has no profit, or its profits are inadequate, remuneration comprising of salary, perquisites and other benefits and emoluments approved as above (including the revision in remuneration as may be approved by the Board of Directors from time to time) shall be continued to be paid as Minimum Remuneration to Siddharth Mittal. Further, the Board may, pursuant to the authority given by the shareholders alter and vary the terms and conditions of his appointment, including remuneration and increments payable to him from time to time, commensurate with the remuneration packages paid to similar level counterpart(s) in other companies. However, such annual increment in remuneration, other than perquisites, shall not exceed 30% of the last drawn remuneration (i.e. remuneration as approved by the shareholders/Board of Directors, as the case may be).

Other Non-Executive Directors (including Independent Directors) –

The Board of Directors at their meeting held on May 08, 2025, approved the following remuneration payable to the Non-Executive (including Independent Directors) of the Company w.e.f. Q1 FY 2025-26:

Amount in USD

S. No.	Particulars	Remuneration
1	Board Remuneration per quarterly meeting	12,500

Amount in USD

S. No.	Name of Committee	Remuneration per quarterly meeting	
		For Chairperson	For Member
1	Audit Committee	6,000	4,000
2	Nomination and Remuneration Committee	5,000	3,000
3	CSR & ESG Committee	3,000	2,000
4	Risk Management Committee	3,000	2,000
5	Stakeholder Relationship Committee	2,000	1,500

In addition to the above, the Lead Independent Director is paid additional remuneration of USD 5,000 per quarter.

Note: The above remuneration includes Sitting fees of USD 1000 per Board/ Committee meeting.

In terms of the applicable provisions and Schedule V of the Companies Act, 2013, where in any of the 3 (three) financial year commencing from financial year 2025-26, the Company has no profit, or its profits are inadequate, remuneration approved as above (including the revision in remuneration as may be approved by the Board of Directors from time to time) shall be continued to be paid as Minimum Remuneration to the Non-Executive Directors (including Independent Directors). Further, the Board may alter and vary the remuneration payable to the Non-Executive Directors (including Independent Directors) of the Company from time to time, in such amounts or proportions and in such manner as may be decided by the Board of Directors considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them and commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record. However, such increase shall not exceed 30% of the last approved remuneration.

III. Other information:

- Reasons of loss or inadequate profits:** The Company's business operations related to the sale of generic formulations are recorded in a wholly owned subsidiary, while the sale of Active Pharmaceutical Ingredients (APIs) from a manufacturing facility in Visakhapatnam, Andhra Pradesh is recorded in another wholly owned subsidiary. As a result, a portion of the sales and corresponding profitability from the generics segment is reflected in the financials of these subsidiaries, leading to comparatively lower profitability in the Company's standalone financial statements.

Additionally, the Company has funding commitments in Biocon Biologics Limited (BBL), subsidiary of the Company and, as one of the funding options, has issued Non-Convertible Debentures and

Commercial Papers to various investors. The interest costs associated with these borrowings are recorded in the Company's books, which also impacts standalone profitability due to applicable accounting treatments.

2. **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The management is pursuing various strategic and operational measures that is expected to result in the improvement of profitability of the Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.

B. Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. **Financial and operating performance of the Company during the three preceding financial years:** Details provided in para A(l)(4) above.

2. **Remuneration or commission drawn by individual concerned in any other capacity from the Company:** Kiran Mazumdar Shaw and Siddharth Mittal draw remuneration from the Company in their capacity as Executive Chairperson and Managing Director & CEO, respectively. Further, other Directors draw remuneration in their capacity as Non-executive Directors (including Independent Directors).

None of the Directors draw any remuneration or commission from the Company in any other capacity apart from as mentioned above.

3. **Remuneration or Commission drawn by Directors from any other company:**

Kiran Mazumdar-Shaw, Executive Chairperson of the Company, is also the Non-Executive Chairperson of Syngene International Limited (Syngene) and Executive Chairperson of Biocon Biologics Limited (BBL), both being subsidiaries of the Company and is in receipt of remuneration from the respective companies.

Further, all the Directors also hold directorships in various other companies and may receive remuneration / commission from such companies in their capacity as Directors.

4. **Professional qualification and experience:** Please refer Para II of this Annexure.
5. **Relationship between remuneration and performance:** Kiran Mazumdar Shaw and Siddharth Mittal draw remuneration from the Company in their capacity as Executive Chairperson and Managing Director & CEO, respectively. Further, other Directors draw remuneration in their capacity as Non-executive Directors (including Independent Directors).

Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record.

6. **The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company:** The Company has a strong performance management culture. Remuneration of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) are governed by the Company's Board approved Nomination and Remuneration Policy. The Non-executive Directors of the Company are paid remuneration by way of Commission, if any, in addition to sitting fees for attending the meetings of the Board of Directors and its Committees which is within the limit prescribed under the Companies Act, 2013 and as approved by the Members/Board of Directors from time to time.

Further, every employee based on declared performance appraisal timelines undergoes appraisal of his/her performance. The Company decides on annual rewards approach of fixed and variable pay linked to the evaluation of individual's and Company's performance. Additionally, industry reward benchmarks are used as reference points to determine the appropriate level of remuneration, from time to time.

7. **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference:** The Company has one policy for all its Directors and other employees as covered in the said policy.
8. **Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year:** The following are the details of securities held by Directors of the Company as on March 31, 2025:

Name of Director	No. of Equity shares held	% of paid-up share capital of the Company
Kiran Mazumdar Shaw	48,45,81,970	40.36
Siddharth Mittal*	9,67,707	0.08
Prof. Ravi Rasendra Mazumdar	53,01,321	0.44
Eric Vivek Mazumdar	31,76,367	0.26

*Further, 13,45,430 Restricted Stock Unit (RSUs) were granted to Siddharth Mittal under the Biocon Restricted Stock Unit Long Term Incentive Plan FY 2025-29 which are yet to be vested.

Further, none of the shares held by the aforesaid Directors is under pledge.

"Annexure – 3"

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS ENTERED / TO BE ENTERED BETWEEN THE SUBSIDIARIES OF BIOCON LIMITED IN TERMS OF THE SEBI CIRCULAR DATED NOVEMBER 22, 2021 READ WITH SEBI MASTER CIRCULAR DATED NOVEMBER 11, 2024.

Sl.	Particulars	Resolution at Item No. 6	Resolution at Item No. 7	Resolution at Item No. 8	Resolution at Item No. 9	Resolution at Item No. 10
A.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Biocon Limited ('BBL') (CIN: U24119KA2016PLC093936) is an unlisted material subsidiary of the Company. Biosimilars Newco Limited ('BNCL') (Company number: 14259834) is a wholly-owned subsidiary of BBL, and step-down material subsidiary of the Company.	Biocon Biologics UK Limited ('BBUK') (Company Number: 10038295) is a wholly-owned subsidiary of BBL, and step-down material subsidiary of the Company. Biosimilars Newco Limited ('BNCL') (Company number: 14259834) is a wholly-owned subsidiary of BBL, and step-down material subsidiary of the Company.	Biocon Sdn. Bhd., Malaysia ('BSDN') (Company number: 201101002193 (930330-U)) is a wholly owned subsidiary of BBUK and step-down subsidiary of the Company. Biosimilars Newco Limited ('BNCL') (Company number: 14259834) is a wholly-owned subsidiary of BBL and step-down material subsidiary of the Company.	Biosimilars Newco Limited ('BNCL') (Company number: 14259834) is a wholly-owned subsidiary of BBL, and step-down material subsidiary of the Company. Biocon Biologics Inc., USA ('BBUS') (File Number: 7701095) is a wholly owned subsidiary of BBUK, and step-down material subsidiary of the Company.	Biosimilar Ireland Limited ('BCL') (Company number: 533976) is the wholly owned subsidiary of BBUK, and step-down material subsidiary of the Company. Biocon Biologics Germany GmbH ('BB Germany') (Company Number: HRB 130181) is a wholly owned subsidiary of BBUK, and step-down subsidiary of the Company.
B.	Name of Director(s) or Key Managerial Personnel who is related, if any	Kiran Mazumdar-Shaw, Prof Ravi Rasendra Mazumdar, Bobby Kanubhai Parikh, and Eric Vivek Mazumdar.	Kiran Mazumdar-Shaw, Prof Ravi Rasendra Mazumdar, Bobby Kanubhai Parikh, and Eric Vivek Mazumdar.	Kiran Mazumdar-Shaw, Prof Ravi Rasendra Mazumdar, Bobby Kanubhai Parikh, and Eric Vivek Mazumdar.	Bobby Kanubhai Parikh.	Bobby Kanubhai Parikh.
C.	Type, material terms and particulars of transaction	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Other recurring transactions for furtherance of business.	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Corporate guarantee commission. • Profit share. • Other recurring transactions for furtherance of business.	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Corporate guarantee commission. • Other recurring transactions for furtherance of business.	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Corporate guarantee commission. • Other recurring transactions for furtherance of business.	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Other transactions for furtherance of business.
	Tenure	From the date of the 47th AGM i.e. August 08, 2025 till the date of the 48th AGM of the Company.				
	Material Terms	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).				
	Value of the transaction	Not exceeding ₹ 4,773 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).	Not exceeding ₹ 4,079 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).	Not exceeding ₹ 1,122 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).	Not exceeding ₹ 3,376 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).	Not exceeding ₹ 1,638 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).



Sl.	Particulars	Resolution at Item No. 6	Resolution at Item No. 7	Resolution at Item No. 8	Resolution at Item No. 9	Resolution at Item No. 10
D.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The value of the proposed transaction represents: 31% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 162% of the annual standalone turnover of BBL for the FY ended March 31, 2025. 152% of the annual standalone turnover of BNCL for the FY ended March 31, 2025.	The value of the proposed transaction represents: 27% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 297% of the annual standalone turnover of BBUK for the FY ended March 31, 2025. 130% of the annual standalone turnover of BNCL for the FY ended March 31, 2025.	The value of the proposed transaction represents: 7% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 73% of the annual standalone turnover of BSDN for the FY ended March 31, 2025. 36% of the annual standalone turnover of BNCL for the FY ended March 31, 2025.	The value of the proposed transaction represents: 22% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 108% of the annual standalone turnover of BNCL for the FY ended March 31, 2025. 100% of the annual standalone turnover of BBUS for the FY ended March 31, 2025.	The value of the proposed transaction represents: 11% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 53% of the annual standalone turnover of BCIL for the FY ended March 31, 2025. 311% of the annual standalone turnover of BB Germany for the FY ended March 31, 2025.
E.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.				
i.	Details of the source of funds in connection with the proposed transaction	-				
ii.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	-				
iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	-				
iv.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	-				
F.	Justification as to why the proposed RPT is in the interest of the listed entity	Please refer to "Background, details and benefits of the proposed transactions" which forms part of the explanatory statement to the resolution.				
G.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable.				
H.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	-				
I.	Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.				

Sl.	Particulars	Resolution at Item No. 11	Resolution at Item No. 12	Resolution at Item No. 13	Resolution at Item No. 14	Resolution at Item No. 15
A.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Biocon Biologics Limited (BBL) (CIN U24119KA2016PLC093936) is an unlisted material subsidiary of the Company. Biocon Biologics UK Limited (BBUK) (Company Number: 10038295) is a wholly-owned subsidiary of BBL, and step-down material subsidiary of the Company.	Biosimilars Newco Limited (BNCL) (Company number: 14259834) is a wholly-owned subsidiary of BBL, and step-down material subsidiary of the Company. Biosimilar Collaborations Ireland Limited (BCIL) (Company number: 533976) is wholly owned subsidiary of BBUK, and step-down material subsidiary of the Company.	Biocon Sdn. Bhd., Malaysia (BSB) (Company number: 201101002193 (930330-U)) is a wholly owned subsidiary of BBUK and step-down subsidiary of the Company. Biocon Biologics Global PLC. (BBGP) (Company Number: 15847687) is a wholly owned subsidiary of BBUK and step-down subsidiary of the Company.	Biocon Biologics Global PLC. (BBGP) (Company Number: 15847687) is a wholly owned subsidiary of BBUK and step-down subsidiary of the Company. Biocon Biologics Inc., USA (BBUS) (File Number: 7701095) is a wholly owned subsidiary of BBUK and step-down material subsidiary of the Company.	Biosimilar Collaborations Ireland Limited (BCIL) (Company number: 533976) is wholly owned subsidiary of BBUK and step-down material subsidiary of the Company. Biocon Biologics Limited (BBL) (CIN U24119KA2016PLC093936) is an unlisted material subsidiary of the Company.
B.	Name of Director(s) or Key Managerial Personnel who is related, if any	Kiran Mazumdar-Shaw, Prof. Ravi Rasendra Mazumdar, Bobby Kanubhai Parikh, and Eric Vivek Mazumdar.	Bobby Kanubhai Parikh.	Kiran Mazumdar-Shaw, Prof. Ravi Rasendra Mazumdar, Bobby Kanubhai Parikh, and Eric Vivek Mazumdar.	None	Kiran Mazumdar-Shaw, Prof. Ravi Rasendra Mazumdar, Bobby Kanubhai Parikh, and Eric Vivek Mazumdar.
C.	Type, material terms and particulars of transaction	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Other recurring transactions for furtherance of business.	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Other recurring transactions for furtherance of business.	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Other recurring transactions for furtherance of business.	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Other recurring transactions for furtherance of business.	The transactions involves: • Sale, Purchase, Supply of goods / materials. • Availing / rendering of services. • Other transactions for furtherance of business.
	Tenure	From the date of the 47th AGM i.e. August 08, 2025 till the date of the 48th AGM of the Company.				
	Material Terms	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).				
	Value of the transaction	Not exceeding ₹ 2,270 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).	Not exceeding ₹ 1,175 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).	Not exceeding ₹ 1,424 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).	Not exceeding ₹ 1,411 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).	Not exceeding ₹ 2,605 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).
D.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The value of the proposed transaction represents: 15% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 77% of the annual standalone turnover of BBL for the FY ended March 31, 2025. 165% of the annual standalone turnover of BBUK for the FY ended March 31, 2025.	The value of the proposed transaction represents: 8% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 37% of the annual standalone turnover of BNCL for the FY ended March 31, 2025. 38% of the annual standalone turnover of BCIL for the FY ended March 31, 2025.	The value of the proposed transaction represents: 9% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 92% of the annual standalone turnover of BSB for the FY ended March 31, 2025. 386% of the annual standalone turnover of BBGP for the FY ended March 31, 2025.	The value of the proposed transaction represents: 9% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 383% of the annual standalone turnover of BBGP for the FY ended March 31, 2025. 42% of the annual standalone turnover of BBUS for the FY ended March 31, 2025.	The value of the proposed transaction represents: 17% of the annual consolidated turnover of the Company for the FY ended March 31, 2025. 84% of the annual standalone turnover of BCIL for the FY ended March 31, 2025. 88% of the annual standalone turnover of BBL for the FY ended March 31, 2025.



Sl.	Particulars	Resolution at Item No. 11	Resolution at Item No. 12	Resolution at Item No. 13	Resolution at Item No. 14	Resolution at Item No. 15
E.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.				
i.	Details of the source of funds in connection with the proposed transaction	-				
ii.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	-				
iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	-				
iv.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	-				
F.	Justification as to why the RPT is in the interest of the listed entity	Please refer to "Background, details and benefits of the proposed transactions" which forms part of the explanatory statement to the resolution.				
G.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable.				
H.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	-				
I.	Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.				

INSTRUCTIONS FOR E-VOTING

Remote e-voting: 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 and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing e-voting facility through KFin Technologies Limited ('KFintech') on all resolutions set forth in this Notice, from a place other than the venue of the Meeting, to Members holding shares as on August 01, 2025, being the cut-off date fixed to determine eligible Members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Login method for Individual shareholders holding securities in demat mode is given below:

Individual shareholders holding securities in demat mode with NSDL	Individual shareholders holding securities in demat mode with CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". Click on company name or e-Voting service provider (i.e. KFintech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> To register click on link: https://eservices.nsdl.com. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with completing the required fields. Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to KFintech e-Voting website for casting your vote during the remote e-Voting period. 	<p>1. Existing user who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com Click on New System Myeasi. Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields. Post registration is completed, follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

- You can also login using the login credentials of your demat account through your demat accounts / websites of Depository Participants registered with NSDL /CDSL for e-Voting facility.

- II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- III. Click on options available against company name or e-Voting service provider – **KFintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites of Depositories / Depository Participants.

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at the toll free number 1800 21 09911

Step 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8964 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e. 8964 Biocon Limited - AGM" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email compliance@sreedharancs.com with a copy marked to evoting@kfintech.com and co.secretary@biocon.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No." The documents should reach the Scrutinizer on or before 17:00 pm on August 07, 2025.
- B. Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - i. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited Unit: Biocon Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	

- ii. Alternatively, Member may send an e-mail request at the email id einward.ris@kfintech.com along with self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

In case of Members who have not registered their e-mail IDs (including Members holding shares in physical form), may please follow the steps for registration of e-mail IDs and obtaining User ID and Password for e-voting as mentioned in para 17 of the "Notes" and para (d) under the "Other Instructions" section below.

Voting at the Annual General Meeting:

- I. The 'Vote Now Thumb sign' on the left hand corner of the video screen shall be activated upon instructions of the Chairperson during the AGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members to click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- II. Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through Insta-poll at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
- III. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting during the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote during the AGM shall be treated as invalid.

The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835), Partner of the same firm as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

The scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting), count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within stipulated timelines from the conclusion of the voting to the Chairperson of the Company or a person authorised by her in writing who shall countersign the same. The Chairperson or a person authorised by her in writing shall declare the result of voting forthwith.

The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and shall be placed on the Company's website www.biocon.com and on the website of KFinTech at <https://evoting.kfintech.com> immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson.

Other Instructions:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Suresh Babu, (Unit: Biocon Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 - 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, August 01, 2025.
- d. In case a person has become a shareholder of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., August 01, 2025, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - Example for NSDL:** MYEPWD <SPACE> IN12345612345678
 - Example for CDSL:** MYEPWD <SPACE> 1402345612345678
 - Example for Physical:** MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call KFinTech toll free number 1800-309-4001 for any assistance.
- iv. Member may send an e-mail request to evoting@kfintech.com. However, KFinTech shall endeavour to send User ID and Password to those new Members whose mail ids are available.