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; **Email ID:** co.secretary@biocon.com

Dear Members,

Invitation to attend the 48th Annual General Meeting on Thursday, August 06, 2026

You are cordially invited to attend the 48th Annual General Meeting ("AGM") of the Members of Biocon Limited ("the Company") to be held on Thursday, August 06, 2026 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 SEBI (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	:	Thursday, July 30, 2026
5.	E-voting start time and date	:	9:00 AM (IST) on Saturday, August 01, 2026
6.	E-voting end time and date	:	5:00 PM (IST) on Wednesday, August 05, 2026
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 2025-26	:	Friday, July 03, 2026
10.	Dividend Payment date	:	On or before Thursday, August 20, 2026
11.	Company contact details	:	Email: co.secretary@biocon.com Tel: 91 80 2808 2808

Yours truly,
For **Biocon Limited**

Sd/-
Kiran Mazumdar-Shaw
Executive Chairperson
DIN: 00347229

Enclosures:

1. Notice of the 48th Annual General Meeting
2. Instructions for e-voting

NOTICE

Notice is hereby given that the 48th Annual General Meeting ("AGM") of the Members of Biocon Limited will be held on Thursday, August 06, 2026, 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, 2026 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, 2026 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 declare final dividend of 10% i.e. ₹ 0.50 per equity share for the Financial Year ended March 31, 2026

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

"**RESOLVED THAT** final dividend at the rate of 10% i.e. ₹ 0.50 per equity share of the Company of face value of ₹ 5/-, fully paid-up, as recommended by the Board of Directors for the Financial Year ended March 31, 2026, 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."

Item No. 3: To appoint Eric Vivek Mazumdar (DIN: 09381549) 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, Eric Vivek Mazumdar (DIN: 09381549), 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, liable to retire by rotation."

Item No. 4: To approve the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants, as Statutory 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 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made thereunder and applicable provisions of 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) and based on the recommendation of the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded for the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants, having Firm Registration No. 101049W/E300004, allotted by the Institute of Chartered Accountants of India ("ICAI"), as the Statutory Auditors of the Company, in place of the retiring Auditors, B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W100022) for a term of 5 (five) consecutive years, to hold office from the conclusion of the ensuing 48th Annual General Meeting ("AGM") of the Company till the conclusion of the 53rd AGM of the Company to be held in the year 2031, at such remuneration as mentioned in the explanatory statement to this resolution, payable in one or more tranches, plus applicable taxes, and reimbursement of out-of-pocket expenses as may be incurred in connection with the performance of duties, with the power of the Audit Committee / Board to alter and vary the terms and conditions of appointment, including remuneration during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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."

SPECIAL BUSINESS:

Item No. 5: To consider and approve the formulation, adoption and implementation of the Biocon Unity Long Term Incentive Plan 2026 including, Biocon Limited Performance Stock Unit Plan 2026, Biocon Limited Restricted Stock Unit Plan 2026, Biocon Limited Employee Stock Purchase Plan 2026 and Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026) ("Plans") and grant of performance stock units, restricted stock units, offer for employee stock purchase, management stock units or any other equity-based incentives introduced by the Company under the Plans to eligible employees 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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India, as amended and enacted from time to time, and any other applicable and prevailing statutory rules, notifications, regulations, guidelines/ circulars in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and may be agreed by the Board of Directors ("Board") of the Company, and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of the Company, consent of the Members of the Company be and is hereby accorded to the formulation and implementation of 'Biocon Unity Long Term Incentive Plan 2026' ("Principal Plan") including, Biocon Limited Performance Stock Unit Plan 2026 ("Notified Plan A"), Biocon Limited Restricted Stock Unit Plan 2026 ("Notified Plan B"), Biocon Limited Employee Stock Purchase Plan 2026 ("Notified Plan C") and Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026) ("Notified Plan D") through trust route and to create, offer, issue, grant, and allot from time to time, in one or more tranches, not exceeding 4,35,00,000 stock options, offer for employee stock purchase or any other equity-based incentives introduced by the Company under the Principal Plan from time to time, pursuant to one or more Notified Plan(s) (as defined in the Principal Plan), including Performance Stock Units ("PSUs") under the Notified Plan A, Restricted Stock Units ("RSUs") under the Notified Plan B, offers for employee stock purchase ("ESPP") under the Notified Plan C and Management Stock Units ("MSUs") in the form of PSUs and / or RSUs under the Notified Plan D, in accordance with Applicable Laws, for the benefit of Eligible Employees (as defined under the Principal Plan), whether working in India or outside India (present or future), which could give rise to the issue of maximum 4,35,00,000 equity shares of the Company having face value of ₹ 5/- each, constituting 2.67% of the fully paid up share capital of the Company as on the date of passing this resolution (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganisation of the capital structure of the Company, as may be applicable from time to time), at such price, in one or more tranches, and on such terms and conditions, as contained in the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C or the Notified Plan D, as the case may be, and to provide for grant and subsequent vesting and exercise of PSUs and RSUs and management stock units in the form of PSUs and / or RSUs, and conversion of ESPP into equity shares by the Eligible Employees in the manner and method, as the NRC may decide in accordance with the provisions of the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D, subject to applicable laws;

RESOLVED FURTHER THAT the NRC of the Company be and is hereby designated as the Compensation Committee pursuant to SEBI SBEB & SE Regulations, and authorized to administer, superintendent and implement the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D through the existing Biocon India Limited Employees Welfare Trust ("ESOP Trust") of the Company, and the NRC is accordingly authorized to devise, formulate, evolve, decide upon and bring into effect the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D, as per the terms approved in this resolution read with the conditions with which consent from Members is received and at any time to modify, change, vary, alter, amend, suspend, withdraw or terminate the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D, subject to compliance with the SEBI SBEB & SE Regulations and other applicable laws, rules and regulations, as may be prevailing at that time, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension, withdrawal or termination of the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D and do all other things incidental and ancillary thereto;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to issue and allot fresh equity shares up to 4,35,00,000 of face value of ₹ 5/- each of the Company, in one or more tranches, to ESOP Trust over a period of time for the purpose of implementation of the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D ("Notified Plan(s)"), if required, and to take requisite steps for listing of the equity shares allotted under the Principal Plan and the Notified Plans on the stock exchanges where the equity shares of the Company are listed, in due compliance with SEBI SBEB & SE Regulations, SEBI Listing Regulations and other applicable laws;

RESOLVED FURTHER THAT the equity shares to be issued and allotted in pursuance of the Notified Plan(s) as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company for all purposes;

RESOLVED FURTHER THAT the Company shall conform compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the ESOP Trust to acquire the equity shares of the Company through secondary market acquisition, in one or more tranches, subject to limits specified under the SEBI SBEB & SE Regulations, or utilize surplus shares lying with the ESOP Trust from other Stock Option Plan(s) of the Company, over a period of time for the purpose of implementation of the Principal Plan and the Notified Plans, if required;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Trust be and is hereby authorized to acquire, hold, transfer and deal in the equity shares of the Company and to do all such acts, deeds and things as may be incidental or ancillary to the implementation of the Plan;

RESOLVED FURTHER THAT the Trustees of the ESOP Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number or the value of the above-mentioned options may be appropriately adjusted, as may be determined by the NRC, so as to ensure that fair and equitable benefits are passed on to the Eligible Employees of the Company on account of aforesaid corporate action(s);

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take all necessary steps and actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose with the power to settle any issues, questions, difficulties or doubts that may arise in this regard and the Board may delegate all or any powers conferred herein, to any Committee / Executives / Officers of the Company, in compliance with applicable laws, to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things as also to execute all such agreement(s), document(s), instrument(s) and writing(s) as deemed necessary, with power to modify, alter and vary the terms and conditions of such agreement(s), document(s), instrument(s) and writing(s) in this regard."

Item No. 6: To consider and approve granting of performance stock units, restricted stock units, offer for employee stock purchase, management stock units or any other equity-based incentive introduced by the Company under the Biocon Unity Long Term Incentive Plan 2026 including, Biocon Limited Performance Stock Unit Plan 2026, Biocon Limited Restricted Stock Unit Plan 2026, Biocon Limited Employee Stock Purchase Plan 2026 and Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026) to the Eligible Employees of the Present and Future Subsidiary Company(ies), Associate Company(ies) or Holding Company, if any, 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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), and any other applicable and prevailing statutory rules, notifications, regulations, guidelines/ circulars in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and may be agreed by the Board of Directors ("Board") of the Company, and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of the Company, consent of the Members be and is hereby accorded to extend the benefits under the Biocon Unity Long Term Incentive Plan 2026 ("Principal Plan") from time to time, pursuant to one or more Notified Plan(s) (as defined in the Principal Plan), for grant of stock options and other equity-based incentives, including but not limited to, Performance Stock Units ("PSUs") under the Biocon Limited Performance Stock Unit Plan 2026 ("Notified Plan A"), Restricted Stock Units ("RSUs") under the Biocon Limited Restricted Stock Unit Plan 2026 ("Notified Plan B"), offers for employee stock purchase ("ESPP") under the Biocon Limited Employee Stock Purchase Plan 2026 ("Notified Plan C"), and Management Stock Units ("MSUs") in the form of PSUs and / or RSUs under the Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026) ("Notified Plan D"), in accordance with applicable laws under the Principal Plan, Notified Plan A, Notified Plan B, Notified Plan C, and the Notified Plan D ("Notified Plan(s)") to the Eligible Employees (as defined under the Principal Plan) of the Subsidiary Company(ies), Associate Company(ies), and/or Holding Company of the Company, present and future, on such terms and conditions, as set out in the Principal Plan;

RESOLVED FURTHER THAT the equity shares to be issued and allotted in pursuance of the Notified Plan(s) as mentioned herein before shall rank pari passu with the then existing equity shares of the Company for all purposes;

RESOLVED FURTHER THAT the Company shall conform compliance to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company, the number or the value of the above-mentioned options may be appropriately adjusted, as may be determined by the NRC, so as to ensure that fair and equitable benefits are passed on to the Eligible Employees of the Company on account of aforesaid corporate action(s);

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take all necessary steps and actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose with the power to settle any issues, questions, difficulties or doubts that may arise in this regard and the Board may delegate all or any powers conferred herein, to any Committee / Executives / Officers of the Company, in compliance with applicable laws, to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things as also to execute all such agreement(s), document(s), instrument(s) and writing(s) as deemed necessary, with power to modify, alter and vary the terms and conditions of such agreement(s), document(s), instrument(s) and writing(s) in this regard."

Item No. 7: To consider and grant authorization to the Biocon India Limited Employees Welfare Trust for Secondary Acquisition for implementation of the Biocon Unity Long Term Incentive Plan 2026 including, Biocon Limited Performance Stock Unit Plan 2026, Biocon Limited Restricted Stock Unit Plan 2026, Biocon Limited Employee Stock Purchase Plan 2026 and Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026)

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), and any other applicable and prevailing statutory rules, notifications, regulations, guidelines/ circulars in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and may be agreed by the Board of Directors ("Board") of the Company, and based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of the Company, consent of the Members of the Company be and is hereby accorded to the Biocon India Limited Employees Welfare Trust ("ESOP Trust") for secondary acquisition of equity shares in one or more tranches, of up to 2 (two) percent of the paid up equity share capital of the Company as on the end of the financial year immediately preceding the financial year in which acquisition is made, or such other maximum limit as may be permitted under SEBI SBEB & SE Regulations, on the platform of recognized stock exchange(s) for cash consideration, for the purpose of implementation of all share based employee benefit schemes as may be formulated by the Company from time to time, including the Biocon Unity Long Term Incentive Plan 2026 ("Principal Plan") including, Biocon Limited Performance Stock Unit Plan 2026 ("Notified Plan A"), Biocon Limited Restricted Stock Unit Plan 2026 ("Notified Plan B"), Biocon Limited Employee Stock Purchase Plan 2026 ("Notified Plan C") and Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026) ("Notified Plan D");

RESOLVED FURTHER THAT the total number of equity shares under secondary acquisition held by the ESOP Trust in pursuance to the Principal Plan, Notified Plan A, Notified Plan B, Notified Plan C and Notified Plan D ("Notified Plan(s)") or any other share-based employee benefit scheme/ plan implemented in the future by the Company, shall at no point of time, exceed 5 (five) percent of the paid up equity share capital of the Company as at the end of the financial year immediately prior to the year in which the Members' approval is obtained for the secondary acquisition in due compliance with the provisions of SEBI SBEB & SE Regulations, or such other limits as may be prescribed under applicable laws from time to time;

RESOLVED FURTHER THAT in case the number of equity shares to be transferred by the ESOP Trust under the Principal Plan and Notified Plans to the Identified Employees is increased on account of any corporate action(s) such as rights issue, bonus issue, split/consolidation of shares, change in capital structure, merger/demerger, the approval of the Members be and is hereby accorded to the Biocon India Limited Employees Welfare Trust to acquire such number of additional equity shares as may be required in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take all necessary steps and actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose with the power to settle any issues, questions, difficulties or doubts that may arise in this regard and the Board may delegate all or any powers conferred herein, to any Committee / Executives / Officers of the Company, in compliance with applicable laws, to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things as also to execute all such agreement(s), document(s), instrument(s) and writing(s) as deemed necessary, with power to modify, alter and vary the terms and conditions of such agreement(s), document(s), instrument(s) and writing(s) in this regard."

Item No. 8: To approve providing financial assistance by the Company to Biocon India Limited Employees Welfare Trust to enable acquisition or subscription of equity shares of the Company for implementation of the Biocon Unity Long Term Incentive Plan 2026 including, Biocon Limited Performance Stock Unit Plan 2026, Biocon Limited Restricted Stock Unit Plan 2026, Biocon Limited Employee Stock Purchase Plan 2026 and Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026)

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

"RESOLVED THAT pursuant to the provisions of Section 67 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the rules made thereunder, and pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations") and such other laws, rules and regulations (including any statutory modifications or amendments thereto or re-enactments thereof, for the time being in force), as may be applicable, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") of the Company, approval of the Members of the Company be and is hereby accorded to the Company to make provision of money by way of a grant and / or loan and / or provide guarantee or security in connection with the loan or any other financial assistance to the Biocon India Limited Employees Welfare Trust ("ESOP Trust"), in one or more tranches, for such amount(s) being within the statutory limits prescribed under the Act, on such terms and conditions as may be decided by the Board, with a view to enable the ESOP Trust to subscribe and/ or purchase equity shares to be issued by the Company and / or undertake secondary acquisitions from the recognized stock exchange(s) for cash consideration, in one or more tranches, for the purpose of implementation of the Biocon Unity Long Term Incentive Plan 2026 ("Principal Plan"), Biocon Limited Performance Stock Unit Plan 2026 ("Notified Plan A"), Biocon Limited Restricted Stock Unit Plan 2026 ("Notified Plan B"), Biocon Limited Employee Stock Purchase Plan 2026 ("Notified Plan C") and Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026) ("Notified Plan D");

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for the ESOP Trust to use its free and utilisable funds (net of any outstanding liabilities and administrative expenses of the ESOP Trust) as statutorily permitted from time to time and/or obtain loan/ financial assistance from the Company for the purpose of subscribing to aforementioned Shares, on such terms and conditions and in such manner as the Board/ NRC may decide in accordance with the provisions of the applicable laws and the provisions of the Principal Plan and the Notified Plans, in compliance with Section 67(3)(b) of the Act read with Rules thereunder;

RESOLVED FURTHER THAT in case the number of equity shares to be transferred under the Principal Plan and Notified Plan(s), as amended, is increased on account of any corporate action(s) such as rights issue, bonus issue, split/consolidation of shares, change in capital structure, merger/ demerger, the approval of the Members be and is hereby accorded to ESOP Trust to acquire such number of additional equity shares as may be required in this regard and accordingly consent of the Members be and is hereby accorded to make additional provision by way of loan, guarantee, security, or any other financial assistance as may be required by ESOP Trust to acquire the said additional equity shares;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take all necessary steps and actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose with the power to settle any issues, questions, difficulties or doubts that may arise in this regard and the Board may delegate all or any powers conferred herein, to any Committee / Executives / Officers of the Company, in compliance with applicable laws, to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things as also to execute all such agreement(s), document(s), instrument(s) and writing(s) as deemed necessary, with power to modify, alter and vary the terms and conditions of such agreement(s), document(s), instrument(s) and writing(s) in this regard."

Item No. 9: To ratify the remuneration of Cost Auditors for the Financial Year 2026-27

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, 2027, amounting to ₹ 5,00,000 (Rupees Five Lakhs only) (plus all taxes and reimbursement of out of pocket expenses), be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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

Sd/-
Rajesh U. Shanoy
Company Secretary
ICSI Membership No. A16328

Place: Bengaluru
Date: July 10, 2026

Biocon Limited
Regd. Office: 20th KM, Hosur Road,
Electronic City, Bengaluru – 560 100
CIN: L24234KA1978PLC003417
Email ID: 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. 03/2025 dated September 22, 2025, ("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 48th 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 M/s. KFin Technologies Limited, Registrars and Transfer Agents ('RTA') of the Company, to provide VC/OAVM facility for the 48th 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 48th 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 February 06, 2026. 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 February 06, 2026, 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 the 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 their email IDs 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 instruction of 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 Regulation 36(1)(a) of SEBI Listing Regulations, Notice of the AGM along with the Integrated Annual Report 2025-26, is being sent only through electronic mode to those Members whose email ids are available with the Company/ Depositories/RTA. Further, in compliance 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 and the QR Code from where the AGM Notice and Integrated Annual Report for financial year 2025-26 can be accessed.

20. Members may note that the Notice of the AGM and Integrated Annual Report 2025-26 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 Standard 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 Thursday, July 30, 2026 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 Saturday, August 01, 2026 at 9:00 A.M. (IST) to Wednesday, August 05, 2026 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 03, 2026 as Record Date for determining the names of Members eligible for dividend on equity shares for the financial year ended on March 31, 2026, 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 Thursday, August 20, 2026 to those Members whose names appear on the Company's Register of Members as on Friday, July 03, 2026.

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 the 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 re-appointment at the AGM is furnished as an annexure to this Notice. The Director has furnished consent/declarations for his 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, 2018 has been transferred to the IEPF. Unclaimed dividend for the financial year ended March 31, 2019 is due for transfer to IEPF in the year 2026. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2025 on the website of the Company at www.biocon.com and also on the website of the MCA. Further, the details of unpaid and unclaimed dividends lying with the Company as on March 31, 2026 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 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 2025-26 to Demat Account of IEPF Authority. Further, shares eligible to be transferred shall be transferred to IEPF during financial year 2026-27 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 RTA, KFin Technologies Limited at https://ris.kfintech.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:** 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, 2025 ("IT Act"), dividend income will be taxable in the hands of shareholders 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 IT Act 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 IT Act.

(a) **For resident shareholders**, taxes shall be deducted at source under Section 393(1) (Table: Sl. No. 7) of the IT Act 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 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. 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 IT Act and tax shall be deducted at the higher rates as prescribed under Section 397(2) of the IT Act.

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

1. If dividend income to a resident Individual shareholder during Tax Year ('TY') 2026-27 does not exceed INR 10,000/ as per Section 393(4) (Table: Sl. No. 10).

   (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 121 - on fulfillment of prescribed conditions.

   (PAN is mandatory for Members providing Form 121 or any other document as mentioned above.)

Shareholders may also submit any other document as prescribed under the IT Act 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 393(2) (Table: Sl. No. 17) r.w.s. 207 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, 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 159 of the IT Act, 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 TY 2026-27 or calendar year 2026), 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.
- Self-declaration in Form 41 executed in electronic mode from Income tax portal.
- Self-Declaration confirming not having Permanent Establishment in India and eligibility to Tax Treaty benefit (of TY 2026-27 or calendar year 2026).
- Any other documents as prescribed under the IT Act 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 393(2) (Table: Sl. No. 17) r.w.s. 210 of the IT Act, at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with Multilateral Instrument (MLI), 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 in accordance with the provisions of the IT Act.

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 on or before Monday, July 20, 2026.

Kindly note that the aforementioned documents are required to be submitted at https://ris.kfintech.com/form15/ on or before Monday, July 20, 2026 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 Monday, July 20, 2026. 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.

The Company will arrange to issue the soft copy of TDS certificate to its shareholders at their registered e-mail ID, who requests for the same, in accordance with the provisions of the IT Act after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend. Shareholders will be able to download Form 168 from the Income Tax Department's website https://www.incometax.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 IT 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 February 06, 2026 issued by SEBI, read with any other amendments therein, 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/jan-2026/1767611333081.pdf (FAQ Nos. 47 & 48). Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email-id. 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. July 30, 2026. The window shall open on commencement of 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

Sd/-
Rajesh U. Shanoy
Company Secretary
ICSI Membership No. A16328

Place: Bengaluru
Date: July 10, 2026

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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4: To approve the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company

Members are requested to take note of the following details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"):

The Members at the 38th Annual General Meeting (AGM) held in 2016, approved the appointment of B S R & Co. LLP, Chartered Accountants, having registration No. 101248W/W-100022, as the Statutory Auditors of the Company, for a term of 5 (five) consecutive years till conclusion of the 43rd AGM held on July 23, 2021.

Subsequently, the Members at the 43rd AGM of the Company held on July 23, 2021, approved the re-appointment of B S R & Co. LLP, as the Statutory Auditors of the Company for the second and final term of 5 (five) consecutive years, to hold office from the conclusion of 43rd AGM till the conclusion of the 48th AGM of the Company.

Accordingly, the term of B S R & Co. LLP as the Statutory Auditors of the Company shall end at the conclusion of the ensuing 48th AGM of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 07, 2026 approved and recommended the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants, having Firm Registration No. 101049W/E300004, allotted by the Institute of Chartered Accountants of India (ICAI), as the statutory auditors of the Company for the term of 5 (five) consecutive years from conclusion of the ensuing 48th AGM till the conclusion of the 53rd AGM to be held in the year 2031 at a proposed annual remuneration of ₹ 0.56 crores (for the Financial Year 2026-27), payable in one or more tranches, plus applicable taxes, and reimbursement of out-of-pocket expenses as may be incurred in connection with the performance of duties, with the power of the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Company has received Consent Letter along with Eligibility certificate from S.R. Batliboi & Associates LLP confirming eligibility and qualifications for appointment as Statutory Auditors. Further, there is no material change in the fee payable to S.R. Batliboi & Associates LLP from that paid to B S R & Co. LLP.

The above remuneration is based on the scope of work, knowledge, industry experience, expertise, team size, time and efforts required to be put by S.R. Batliboi & Associates LLP and is subject to approval of their appointment by the Members at this AGM.

Credentials and Profile of S.R. Batliboi & Associates LLP

S. R. Batliboi & Associates LLP, Chartered Accountants ("the Firm/SRB") is a limited liability partnership firm incorporated in India in 1949 with its registered office in Kolkata and has offices across key cities in India. The Firm is registered with the Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. 101049W/E300004. The S.R. Batliboi & Affiliates network of firms includes - S.R. Batliboi & Co LLP, S.R. Batliboi & Associates LLP, S R B C & CO LLP, S.V. Ghatalia & Associates LLP. All the network firms including the Firm are primarily engaged in providing audit and assurance services to its clients. The Firm has a valid Peer Review certificate. They along-with its network firms audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.

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 an ordinary resolution.

None of the Director(s) and Key Managerial Personnel(s) 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 Nos. 5 to 8: To consider and approve the formulation, adoption and implementation of the Biocon Unity Long Term Incentive Plan 2026 including, Biocon Limited Performance Stock Unit Plan 2026, Biocon Limited Restricted Stock Unit Plan 2026, Biocon Limited Employee Stock Purchase Plan 2026 and Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026) ("Plans") and grant of performance stock units, restricted stock units, offer for employee stock purchase, management stock units or any other equity-based incentive introduced by the Company under the Plans to eligible employees of the Company and Subsidiaries, Associate and Holding Company(ies), if any, and other related matters

Pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") at its meeting held on June 15, 2026 has inter alia and subject to approval of the Members of the Company, approved the formulation, adoption and implementation of the Biocon Unity Long Term Incentive Plan 2026 ("Principal Plan"), Biocon Limited Performance Stock Unit Plan 2026 ("Notified Plan A"), Biocon Limited Restricted Stock Unit Plan 2026 ("Notified Plan B"), the Biocon Limited Employee Stock Purchase Plan 2026 ("Notified Plan C") and the Biocon Limited Management Stock Unit Plan 2026 (also named as Biocon Unity "Growth Accelerator" Plan 2026) ("Notified Plan D") (the Principal Plan and the Notified Plans are together referred to as "Plans") through an irrevocable trust by the name of Biocon India Limited Employees Welfare Trust ("ESOP Trust"), wherein the ESOP Trust may acquire the shares by direct allotment from the Company or through Secondary Acquisition, in one or more tranches or utilize surplus shares lying with the ESOP Trust from other Stock Option Plan(s) of the Company, over a period of time. These shares will subsequently be transferred as and when the stock options, or shares are exercised or transferred/allotted, as the case may be, to the Eligible Employees, in accordance with applicable law.

The Principal Plan, and the Notified Plan A, the Notified Plan B, the Notified Plan C and the Notified Plan D ("the Notified Plan(s)") will be administered by the Nomination and Remuneration Committee (hereinafter referred to as "NRC/the Committee") of the Company. The Committee shall delegate its power to the ESOP Trust to the extent it deems fit for proper administration of the Principal Plan and the Notified Plan(s).

The Board recognizes that human capital is a critical driver of value creation for the Company. In view of the new unified organisation structure arising as a result of the integration of Biocon Biologics Limited (BBL) with the Company, and to attract, retain and motivate key talent, as well as to align the interests of employees with those of shareholders, the Board proposes the formulation and implementation of the Principal Plan and the Notified Plans formed thereunder for the eligible employees of the Company and its subsidiaries, associate and holding company(ies), if any. This new Plan is eventually intended to replace all current existing LTI plans for the Company. The Plan germinates from the thought of bringing all the growth drivers working with the Company or with select Group Companies, under one umbrella tasked to achieve a common goal in due convergence with the shareholders' interest. The Principal Plan will serve as a comprehensive framework under which various equity-based incentive schemes may be notified and implemented, including Performance Stock Units ("PSU"), Restricted Stock Units ("RSU"), Employee Stock Purchase Plans ("ESPP"), Management Stock Units ("MSU") in the form of PSUs and / or RSUs or any other equity-based incentive introduced by the Company under the Principal Plan, and the Notified Plans formed thereunder. The Plan has been designed to drive performance towards achieving the Board approved strategic objectives from time to time, to motivate the key Employees to stay, contribute and have long-term expectations in line with performance at organisation level.

Further, taking into account the scale and complexity of the Group's business, as well as the responsibilities and contributions of eligible employees, it is proposed to introduce performance linked value accretive incentives under Notified Plan D aimed at driving sustained corporate growth and profitability for the senior leadership and other eligible employees including the CEO & Managing Director.

As per Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), and Section 62 of the Companies Act, 2013 ("the Act") read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, the adoption of the Principal Plan and the Notified Plans and the issuance of incentives including PSU, RSU, MSU and offer to purchase shares under the employee stock purchase plan to the Eligible Employees (as defined under Principal Plan), shall be approved by the Members of the Company by way of passing a Special Resolution, and accordingly the same is being placed before the Members of the Company. The Principal Plan and the Notified Plans shall be effective on and from the date of shareholder's approval.

Further, approval of the Members is also required for the Company to make provision of money for grant of loan and / or provide guarantee or security in connection with the loan, or any other financial assistance to ESOP Trust, in one or more tranches, for such amount(s) being within the statutory limits prescribed under the Act, on such terms and conditions as may be decided by the Board, with a view to enable the ESOP Trust to subscribe and/ or purchase equity shares to be issued by the Company and / or undertake secondary acquisitions from the recognized stock exchange(s) for cash consideration, in one or more tranches, for the purpose of implementation of the Principal Plan and the Notified Plans.

As per Regulation 6(3)(a) of SEBI SBEB & SE Regulations, approval of the Members by way of separate special resolution is required for secondary acquisition by the ESOP Trust for implementation of schemes. Further, pursuant to Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, scheme of provision of money for purchase of, or the subscription for, the shares by trustees is required to be approved by the Members by passing special resolution.

Further, as per Regulation 6(3)(c) of SEBI SBEB & SE Regulations, and Section 62 of the Act, read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, approval of the Members of the Company by way of separate Special Resolution is also required to expand the benefit by extending the grants of incentive including PSU, RSU, and offer to purchase shares under the employee stock purchase plan, MSU or any other equity-based incentive introduced by the Company under the Principal Plan to the Eligible Employees of the Subsidiary Company(ies), Associate Company(ies) or Holding Company, if any, of the Company by way of the Notified Plans under the Principal Plan.

The main features and other details of the Principal Plan and the Notified Plans as per Regulation 6 of the SEBI SBEB & SE Regulations, are as under. Capitalized terms used in the table below have the meaning as ascribed to such term in Principal Plan, Notified Plan A, Notified Plan B, Notified Plan C, and the Notified Plan D, respectively.

No.	Particulars	Details of the Principal Plan	Details of the Notified Plan A	Details of the Notified Plan B	Details of the Notified Plan C	Details of the Notified Plan D
a)	Brief description of the scheme(s)	The Plan shall be called as "Biocon Unity Long Term Incentive Plan 2026" (hereinafter referred to as "the Principal Plan") and shall extend its benefits to the present and/or future employees of the Company, whether working in India or outside India, and its Subsidiary Companies, Associate and Holding Company(ies), if any, from time to time, in accordance with the applicable laws. The objectives of the Principal Plan are: (a) to motivate the Eligible Employees (as defined under the Principal Plan) to drive performance towards achieving common goals and delivering on key initiatives measured through, inter alia, Revenue, Profits, Return on Capital, Shareholder Value Creation, (b) to retain key Employees and enable attraction of fresh talent wherever required, (c) an increased sense of ownership and association with the Company, (d) to reward collaboration of various departments towards a common goal, (e) maintain focus around key initiatives which would be pivotal in achieving the results, and (f) create a strong culture of performance-based rewards.	The Notified Plan A has been formulated and notified under the Principal Plan to grant employee stock options in the form of PSUs to Eligible Employees under the Principal Plan and the Notified Plan A.	The Notified Plan B has been formulated and notified under the Principal Plan to grant employee stock options in the form of RSUs to Eligible Employees under the Principal Plan and the Notified Plan B.	The Notified Plan C has been formulated and notified under the Principal Plan to give offers to purchase the shares of the Company to the Eligible Employees at a pre-determined purchase price under the Principal Plan and the Notified Plan C.	The Notified Plan D has been formulated and notified under the Principal Plan to grant employee stock options in the form of PSUs and/or RSUs to Eligible Employees under the Principal Plan and the Notified Plan D.

No.	Particulars	Details of the Principal Plan	Details of the Notified Plan A	Details of the Notified Plan B	Details of the Notified Plan C	Details of the Notified Plan D
b)	The total number of stock options/shares to be granted	The total number of stock options / shares to be granted / offered under the Principal Plan will be in accordance with the Notified Plans under the Principal Plan, which shall upon exercise be convertible into not more than 4,35,00,000 equity shares, equivalent to 2.67% of the paid-up equity share capital of the Company as on the date of this resolution, which may be adjusted for any corporate action(s) in terms of the Principal Plan.	The total number of PSUs to be granted under the Notified Plan A shall be up to 65,00,000 PSUs, which shall upon exercise be convertible into 65,00,000 equity shares, equivalent to 0.40% of the paid-up equity share capital of the Company as on the date of this resolution, which may be adjusted for any corporate action(s) in terms of the Notified Plan A.	The total number of RSUs to be granted under the Notified Plan B shall be up to 35,00,000 RSUs, which shall upon exercise be convertible into 35,00,000 equity shares, equivalent to 0.21% of the paid-up equity share capital of the Company as on the date of this resolution, which may be adjusted for any corporate action(s) in terms of the Notified Plan B.	The total number of shares to be offered under the Notified Plan C shall be up to 35,00,000 equity shares, equivalent to 0.21% of the paid-up equity share capital of the Company as on the date of this resolution, which may be adjusted for any corporate action(s) in terms of the Notified Plan C.	The total number of PSUs/RSUs to be granted under the Notified Plan D shall be up to 3,00,00,000 PSUs/RSUs which shall upon exercise be convertible into 3,00,00,000 equity shares, equivalent to 1.84% of the paid-up equity share capital of the Company as on the date of this resolution, which may be adjusted for any corporate action(s) in terms of the Notified Plan D.
c)	Identification of classes of employees entitled to participate and be beneficiaries in the Employees Stock Option Scheme	The classes of the employees that can participate under the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D shall be an 'employee' as defined under the SEBI SBEB & SE Regulations. For clarity, the definition is as under: (a) an employee as designated by the Company, who is exclusively working in India or outside India; or (b) a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group; or (c) employees as mentioned in (a) and (b) above, of a Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company; but does not include- (i) an employee who is a Promoter or belongs to the Promoter Group; or (ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company; and (iii) a Director being an Independent Director.				
d)	The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme	The appraisal process for determining the eligibility criteria for the employees under the Principal Plan, Notified Plan A, and the Notified Plan B will be based on the criteria such as qualification, experience, hierarchy in the organization or performance of such Eligible Employee as indicated by the annual performance appraisal, minimum period of service, the position and responsibilities of the Eligible Employee, the nature and value to the Company of his/ her services and accomplishments, his/ her present and potential contribution to the success of the Company, past service and geographical location and such other factors that the Committee may deem relevant.			The appraisal process for determining the eligibility criteria for the employees under the Notified Plan C will be based on criteria such as minimum period of service with the Company or any of its Group Companies, the position and designation of the Eligible Employee within the organizational hierarchy, and participation status in other long-term equity incentive programs of the Company or any of its Group Companies, along with such other factors that the Committee may deem relevant.	The appraisal process for determining the eligibility criteria for the employees under the Notified Plan D will be based on the criteria such qualification, experience, hierarchy in the organization or performance of such Eligible Employee as indicated by the annual performance appraisal, minimum period of service, the position and responsibilities of the Eligible Employee, the nature and value to the Company of his/ her services and accomplishments, his/ her present and potential contribution to the success of the Company, past service and geographical location and such other factors that the Committee may deem relevant.

No.	Particulars	Details of the Principal Plan	Details of the Notified Plan A	Details of the Notified Plan B	Details of the Notified Plan C	Details of the Notified Plan D
e)	The requirements of vesting and period of vesting	Vesting requirements and periods under the Principal Plan shall be governed by the applicable notified plan, including Notified Plan A, Notified Plan B, Notified Plan C, and Notified Plan D.	PSUs Granted under the Notified Plan A would vest subject to a minimum Vesting Period of 1 (one) year, and a maximum of 3 (three) years from the Grant Date, as may be determined by the NRC and as specified in the Grant Letter. In addition to this, the NRC may also specify certain performance parameters including but not limited to revenue, profits, return on capital etc. subject to which the PSUs would vest. The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the grant letter given to the grantee at the time of grant of PSUs. The vesting of PSUs granted may vary depending on exceptional circumstances like death, permanent incapacity, retirement/ superannuation, termination of employment on account of various factors, of the grantee, amongst others, as may be specified in the Notified Plan A. The vested PSUs not so exercised within the period specified in the Notified Plan A shall lapse, unless otherwise determined by the Committee and in compliance with applicable laws.	RSUs Granted under the Notified Plan B would vest subject to a minimum Vesting Period of 1 (one) year, and a maximum of 3 (three) years from the Grant Date, as may be determined by the NRC and as specified in the Grant Letter. The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the grant letter given to the grantee at the time of grant of RSUs. The NRC may defer vesting in exceptional business circumstances. The vesting of RSUs granted may vary depending on exceptional circumstances like death, permanent incapacity, retirement/ superannuation, termination of employment on account of various factors, of the grantee, amongst others, as may be specified in the Notified Plan B. The vested RSUs not so exercised within the period specified in the Notified Plan B shall lapse, unless otherwise determined by the Committee and in compliance with applicable laws.	NA	One time grant with a 4-year vesting schedule as may be determined by the NRC and as specified in the Grant Letter. In addition to this, the NRC may also specify certain performance parameters including but not limited to revenue growth and profits etc., subject to which the PSUs/RSUs would vest. The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the grant letter given to the grantee at the time of grant of PSUs/RSUs. The vesting of PSUs/ RSUs granted may vary depending on exceptional circumstances like death, permanent incapacity, retirement/ superannuation, termination of employment on account of various factors, of the grantee, amongst others, as may be specified in the Notified Plan D. The vested PSUs/RSUs not so exercised within the period specified in the Notified Plan D shall lapse, unless otherwise determined by the Committee and in compliance with applicable laws.
f)	The maximum period within which the options shall be vested	The maximum period within which the options / benefits shall vest under the Principal Plan shall be governed by the applicable notified plan, including Notified Plan A, Notified Plan B, Notified Plan C, and Notified Plan D.	The maximum period within which the PSUs shall be vested will be 3 (three) years.	The maximum period within which the RSUs shall be vested will be 3 (three) years.	NA	The maximum period within which the PSUs/RSUs shall be vested will be 4 (four) years.

No.	Particulars	Details of the Principal Plan	Details of the Notified Plan A	Details of the Notified Plan B	Details of the Notified Plan C	Details of the Notified Plan D
g)	The exercise price, or purchase price or the formula for arriving at the same	The exercise price, or the purchase price under the Principal Plan shall be governed by the applicable notified plan, including Notified Plan A, Notified Plan B, Notified Plan C, and Notified Plan D.	The exercise price per PSU shall be equivalent to the face value of the shares of the Company and shall be included in the grant letter, provided that the price is in conformity with applicable accounting standards. The Exercise Price may be revised as permissible under this Plan and applicable laws and as may be decided by the NRC from time to time.	The exercise price per RSU shall be equivalent to the face value of the shares of the Company and shall be included in the grant letter, provided that the price is in conformity with applicable accounting standards. The Exercise Price may be revised as permissible under this Plan and applicable laws and as may be decided by the NRC from time to time.	The Purchase Price shall be the total price payable by the Eligible Employee to acquire Shares of the Company at a maximum of 33% (Thirty Three Percent) discount on the Market Price (as defined in the Notified Plan C) per Share, as on the Purchase Date.	The exercise price per PSU/RSU shall be equivalent to the face value of the shares of the Company and shall be included in the grant letter, provided that the price is in conformity with applicable accounting standards. The Exercise Price may be revised as permissible under this Plan and applicable laws and as may be decided by the NRC from time to time.
h)	The exercise period / offer period and process of exercise / acceptance of offer	The exercise period and the process of exercise under the Principal Plan shall be governed by the applicable notified plan, including Notified Plan A, Notified Plan B, Notified Plan C, and Notified Plan D.	The maximum exercise period under the Notified Plan A shall be up to a maximum of 2 (two) years from the date of vesting of such PSUs, or such other period as may be decided by the NRC from time to time. PSUs may be exercised through one or both of the following routes, at the sole discretion of the Eligible Employee or the Nominee, as applicable: (a) Cash Route: Under this route, the Eligible Employee shall receive shares equivalent to the number of vested PSUs exercised, in accordance with the terms and conditions of the Notified Plan A, upon payment by the Eligible Employee / Nominee of the exercise price and all applicable taxes. The Company may, at its discretion, provide a choice to the PSU Grantees to opt for the Company to deduct the applicable Tax liability, triggered by the Exercise of their PSUs, from the Employee's salary, in compliance with applicable provisions of the prevailing Income-tax Act.	The maximum exercise period under the Notified Plan B shall be up to a maximum of 2 (two) years from the date of vesting of such RSUs, or such other period as may be decided by the NRC from time to time. RSUs may be exercised through one or both of the following routes, at the sole discretion of the Eligible Employee or the Nominee, as applicable: (a) Cash Route: Under this route, the Eligible Employee shall receive shares equivalent to the number of vested RSUs exercised, in accordance with the terms and conditions of the Notified Plan B, upon payment by the Eligible Employee / Nominee of the exercise price and all applicable taxes. The Company may, at its discretion, provide a choice to the RSU Grantees to opt for the Company to deduct the applicable Tax liability, triggered by the Exercise of their RSUs, from the Employee's salary, in compliance with applicable provisions of the prevailing Income-tax Act.	The NRC shall determine the dates for commencement and closure of the offer period which shall not extend beyond the date of commencement of payment window. The offer period shall be specified in the offer letters communicated to each Eligible Employee. Following acceptance of the offer by the Eligible Employee in accordance with this Notified Plan C and the offer sent by the NRC, the Employee shall be required to deposit the purchase price with the Trust in the manner and within the time as prescribed in the offer document.	The maximum exercise period under the Notified Plan D may be up to a maximum of 2 (two) years from the date of vesting of such PSUs/ RSUs, or such other period as may be decided by the NRC from time to time. PSUs / RSUs may be exercised through one or both of the following routes, at the sole discretion of the Eligible Employee or the Nominee, as applicable: (a) Cash Route: Under this route, the Eligible Employee shall receive shares equivalent to the number of vested PSUs/RSUs exercised, in accordance with the terms and conditions of the Notified Plan D, upon payment by the Eligible Employee / Nominee of the exercise price and all applicable taxes. The Company may, at its discretion, provide a choice to the PSU/ RSU Grantees to opt for the Company to deduct the applicable Tax liability, triggered by the Exercise of their PSUs/RSUs, from the Employee's salary, in compliance with applicable provisions of the prevailing Income-tax Act.

No.	Particulars	Details of the Principal Plan	Details of the Notified Plan A	Details of the Notified Plan B	Details of the Notified Plan C	Details of the Notified Plan D
			(b) Cashless Route: Under this route, the ESOP Trust shall sell such number of shares, arising from the vested PSUs exercised in accordance with the terms and conditions of the Notified Plan A, as is sufficient to fund the exercise price and / or perquisite tax, and other related expenses, and shall transfer the balance shares to the Eligible Employee / Nominee.	(b) Cashless Route: Under this route, the ESOP Trust shall sell such number of shares, arising from the vested RSUs exercised in accordance with the terms and conditions of the Notified Plan B, as is sufficient to fund the exercise price and / or perquisite tax, and other related expenses, and shall transfer the balance shares to the Eligible Employee / Nominee.		(b) Cashless Route: Under this route, the ESOP Trust shall sell such number of shares, arising from the vested PSUs/ RSUs exercised in accordance with the terms and conditions of the Notified Plan D, as is sufficient to fund the exercise price, perquisite tax, and other related expenses, and shall transfer the balance shares to the Eligible Employee / Nominee.
i)	The maximum number of options, or shares to be offered /granted and issued per employee and in aggregate	The maximum number of options, or shares to be granted / issued per employee and in aggregate under the Principal Plan shall be governed by the applicable notified plan, including Notified Plan A, Notified Plan B, Notified Plan C, and Notified Plan D.	Maximum number of PSUs to be granted per employee shall be as determined by the NRC in accordance with Notified Plan A, subject to overall limits as approved by the shareholders. Maximum number of PSUs to be granted to an Eligible Employee in aggregate during any one-year shall neither be equal to nor shall exceed 1% of the issued capital of the Company at the time of grant of PSUs, unless otherwise approved by the shareholders.	Maximum number of RSUs to be granted per employee shall be as determined by the NRC in accordance with the Notified Plan B, subject to overall limits as approved by the shareholders. Maximum number of RSUs to be granted to an Eligible Employee in aggregate during any one-year shall neither be equal to nor shall exceed 1% of the issued capital of the Company at the time of grant of RSUs, unless otherwise approved by the shareholders.	Maximum number of shares to be offered per employee shall be as determined by the NRC in accordance with the Notified Plan C, subject to overall limits as approved by the shareholders. Maximum number of shares to be offered to an Eligible Employee in aggregate during any one-year shall neither be equal to nor shall exceed 1% of the issued capital of the Company at the time of Offer of ESPP, unless otherwise approved by the shareholders.	Maximum number of PSUs/RSUs to be granted per employee shall be as determined by the NRC in accordance with Notified Plan D, subject to overall limits as approved by the shareholders. Maximum number of PSUs/RSUs to be granted to an Eligible Employee in aggregate during any one-year shall neither be equal to nor shall exceed 1% of the issued capital of the Company at the time of grant of PSUs/RSUs, unless otherwise approved by the shareholders.
j)	Maximum quantum of benefits to be provided per employee under the Plan	The maximum quantum of benefits to be provided per employee under the Principal Plan shall be governed by the applicable notified plan, including Notified Plan A, Notified Plan B, Notified Plan C, and Notified Plan D.	The maximum quantum of benefits that will be provided to every eligible employee under the Notified Plan A, will be shares equivalent to the number of the vested PSUs exercised in accordance with the terms and conditions of the Notified Plan A, upon making payment of exercise price and taxes, as applicable.	The maximum quantum of benefits that will be provided to every eligible employee under the Notified Plan B, will be shares equivalent to the number of the vested RSUs exercised in accordance with the terms and conditions of the Notified Plan B, upon making payment of exercise price and taxes, as applicable.	The maximum quantum of benefits that will be provided to every eligible employee under the Notified Plan C, will be the number of shares offered under the ESPP offer letter in accordance with the terms and conditions of the Notified Plan C, upon making payment of purchase price and taxes, as applicable.	The maximum quantum of benefits that will be provided to every eligible employee under the Notified Plan D, will be shares equivalent to the number of the vested PSUs / RSUs exercised in accordance with the terms and conditions of the Notified Plan D, upon making payment of exercise price and taxes, as applicable.

No.	Particulars	Details of the Principal Plan	Details of the Notified Plan A	Details of the Notified Plan B	Details of the Notified Plan C	Details of the Notified Plan D
k)	Whether the scheme(s) is to be implemented and administered directly by the Company or through a Trust	The Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D shall be implemented through trust route wherein the ESOP Trust shall acquire the shares either by direct allotment from the Company or through secondary acquisition, subject to applicable laws, in one or more tranches. The Trust may also utilize surplus shares lying with the Trust from other Stock Option Plan(s) of the Company, over a period of time for the purpose of implementation of the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D, if required. The Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D will be administered by the Nomination and Remuneration Committee ("NRC") of the Company. The NRC may delegate its power to the Trust to the extent it deems fit for proper administration of the Plan.				
l)	Whether the scheme(s) involves new issues shares by the Company or secondary acquisition by Trust or both	The Principal Plan, Notified Plan A, Notified Plan B, the Notified Plan C, and Notified Plan D shall be implemented through Trust Route wherein the ESOP Trust shall acquire the Shares either by direct allotment from the Company or through secondary acquisition, subject to applicable laws, in one or more tranches. The trust may also utilize surplus shares lying with the trust from other Stock Option Plan(s) of the Company, over a period of time for the purpose of implementation of the Principal Plan, Notified Plan A, Notified Plan B, the Notified Plan C, and Notified Plan D, if required.				
m)	The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.	The amount of loan to be provided for implementation of the Principal Plan, Notified Plan A, Notified Plan B, the Notified Plan C, and the Notified Plan D by the Company to the ESOP Trust shall not exceed such limit of the paid-up share capital and free reserves as provided under the Companies Act, 2013 subject to necessary approvals, if any. The tenure of such loan shall be the point where the objects of the ESOP Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the ESOP Trust as mentioned in the ESOP Trust deed including the implementation of the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D. The ESOP Trust shall repay the loan (which is funded by the Company) by utilizing the proceeds realized from receiving the exercise price or the purchase price by the Employees or from any other eventual income.				
n)	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purpose of the scheme(s)	The Trust is entitled to acquire and hold such number of equity shares that may be acquired through secondary acquisition provided that number of shares that may be acquired through secondary acquisition in a financial year shall not exceed 2% (Two percent) of the paid up equity capital of the Company as at the end of the previous financial year and the number of shares held as acquired through secondary acquisition shall at any point of time, not exceed in aggregate 5% (Five percent) of the paid up equity capital of the Company as at the end of the financial year immediately prior to the financial year in which the shareholders' approval is obtained for secondary acquisition. The aforesaid ceiling limit on secondary acquisition shall be applicable for all the Notified Plans under the Plan, including those notified in the future, taken together at the Company level.				
o)	A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15	The Company shall follow the laws/regulations applicable to accounting for share based schemes, as prescribed by the SEBI SBEB & SE Regulations or any other Applicable Law, from time to time, including the disclosure requirements prescribed therein. The Company shall make the requisite disclosures in respect of the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D in the manner specified under the Applicable Laws.				
p)	The method which the company shall use to value its options	The Company shall adopt fair value for the valuation of the options granted as prescribed under Guidance Note or under any relevant Accounting Standard notified by appropriate authorities from time to time.				

No.	Particulars	Details of the Principal Plan	Details of the Notified Plan A	Details of the Notified Plan B	Details of the Notified Plan C	Details of the Notified Plan D
q)	The following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'	As the Company is adopting fair value method, presently there is no requirement for this disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.				
r)	The Lock-in period, if any	The lock-in period under the Principal Plan shall be as specified by the NRC in respect of the relevant notified plan.	The shares transferred upon exercise of vested PSU shall be subject to a lock-in of such period as may be determined by the NRC.	The shares transferred upon exercise of the vested RSU shall be subject to a lock-in of such period as may be determined by the NRC.	The shares transferred as result of the acceptance of the ESPP offer by an employee shall be subject to a lock-in of 1 year from the date of transfer of shares to such employee.	The shares transferred upon exercise of vested PSU/RSU shall be subject to a lock-in of such period as may be determined by the NRC.
s)	Terms & conditions for buyback, if any, of specified securities covered under these regulations	The NRC is authorized to administer the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D and to decide the terms and conditions of procedure of any buy-back (if any) of vested options / shares from Eligible Employees including (i) permissible sources of financing for buy-back of such vested option(s) / shares; (ii) minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon the quantum of vested options / shares that the Company may buy-back in a financial year.				

The details required in the Explanatory Statement for the provision of money for providing financial assistance to the ESOP Trust, under Section 67 of the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

(i) The class of employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to shares:

The class of employees for whose benefit the Scheme is being implemented is stated in clause c) in the above table. The details regarding the money being provided for purchase of shares has been explained in the explanatory statement above.

(ii) The particulars of the trustee or employees in whose favor such shares are to be registered:

As mentioned in Clause (iii) below.

(iii) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Details of ESOP Trust:

Name: Biocon India Limited Employees Welfare Trust

Address: 20th KM, Hosur Road, Electronic City, Bangalore, Karnataka – 560 100

Details of present Trustees of ESOP Trust:

Name of the Trustee	Address	Occupation	Nationality
Mukesh Kamath	20th KM, Hosur Road, Electronic City, Bangalore, Karnataka – 560 100	Service	Indian
Naveen Narayanan	20th KM, Hosur Road, Electronic City, Bangalore, Karnataka – 560 100	Service	Indian

The above trustees are presently employees of the Company. None of the above trustees are related to the promoters/promoter group, directors, or key managerial personnel (KMPs) of the Company.

(iv) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

None of the Key Managerial Personnels (KMPs), Directors and Promoters are interested in the Scheme/ESOP Trust except that the KMPs / CEO & Managing Director may deem to be interested in the Scheme to the extent of options/shares to be granted / offered to them under the Notified Plans of the Scheme.

(v) The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

The details of benefits which will accrue to the employees from the implementation of the scheme is stated in clause (j) of the table above.

(vi) The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:

The SEBI SBEB & SE Regulations provide that the trustee of a trust governed under the SEBI SBEB & SE Regulations shall not vote in respect of the shares held by the trust, so as to avoid any misuse arising out of exercising such voting rights. In line with these requirements, neither ESOP Trust nor any of its trustees will exercise voting rights in respect of the shares of the Company held by ESOP Trust.

In terms of Section 62 of the Act and Regulation 6 of SEBI SBEB & SE Regulations, the approval of the Members is sought by way of Special Resolution for the approval of the Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D and issuance of shares under this plan to the employees of the Company and its Subsidiary Companies, Associate or Holding Company(ies), if any, from time to time and for authorising secondary market acquisition for implementation of the Plan, including providing financial assistance in this regard.

Therefore, your Directors recommend the Resolutions as set out at Item Nos. 5 to 8 for your approval.

A copy of the draft Principal Plan, the Notified Plan A, the Notified Plan B, the Notified Plan C, and the Notified Plan D 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.

None of the director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of equity shares held by them, if any, in the Company or the stock options to be granted under the Plan.

Item No. 9: To ratify the remuneration of Cost Auditors for the Financial Year 2026-27

The Board of Directors at its meeting held on May 07, 2026 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, 2027 at a remuneration of ₹ 5,00,000 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, 2027, by passing an Ordinary Resolution.

The Board recommends the resolution set out at Item No. 9 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/-
Rajesh U. Shanoy
Company Secretary
ICSI Membership No. A16328

Place: Bengaluru
Date: July 10, 2026

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

"Annexure – 1"

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE 48th AGM

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

Brief Profile of Eric Vivek Mazumdar

Eric Vivek Mazumdar is an Assistant Professor of Computing & Mathematical Sciences and Economics at the California Institute of Technology. Eric is a distinguished academic whose research interests lie at the intersection of AI, machine learning, and economics. His work develops the foundations for the responsible use of AI in society and the sciences.

Being an avid learner, he has worked on many research projects from reputable institutions such as the University of California, Berkeley, MIT Computer Science and Artificial Intelligence Laboratory and the MIT Koch Institute for Cancer Research.

As a Ph.D. scholar from UCLA, Berkeley, he has developed tools and understanding, necessary for deploying Machine learning algorithms into societal-scale systems. He has also focused on studying the fundamental limits of learning algorithms in societal systems, and designing machine learning algorithms in real-world deployment, with applications in intelligent infrastructure, the delivery of healthcare, and e-commerce.

He was awarded Simons Institute Research Fellowship to pursue research at the intersection of machine learning and economics.

Other details:

Name of the Director	**Eric Vivek Mazumdar** **(DIN: 09381549)**
Date of Birth & age	January 12, 1993 (33 Years)
Date of first appointment on the Board	November 01, 2021 (Retiring by rotation at this AGM)
Nature of expertise in specific functional areas	Research / Academia /Innovation, Digital/Technology, and Science and Technology (including Emerging Technologies)
Qualification	• Ph.D., Electrical Engineering and Computer Science from University of California, Berkeley • B.Sc., Electrical Engineering and Computer Science from Massachusetts Institute of Technology, Cambridge, MA
Relationship with other Directors, Manager and KMPs	Prof. Ravi Rasendra Mazumdar, Non-Executive Director, is father and Ms. Kiran Mazumdar-Shaw, Executive Chairperson, is aunt.
Directorship held in other Indian companies	NIL
Membership of Committees of the Board in other Indian companies	NIL
Listed entities from which the Director has resigned in the past 3 (three) years	NIL
Number of meetings of the Board attended during the financial year 2025-26 [Out of 12 (twelve) held]	12 (Twelve)
Terms and conditions of Appointment or Re-appointment	Liable to retire by rotation
Remuneration last drawn [FY 2025-26]	INR 6.68 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	31,76,367 (0.19%)
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	Not applicable

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 July 30, 2026, 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
1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. 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.	**1. Existing user who have opted for Easi / Easiest:** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com II. Click on New System Myeasi. III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services: I. To register click on link: https://eservices.nsdl.com. II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. III. Proceed with completing the required fields. IV. Follow steps given in points 1.	**2. User not registered for Easi/Easiest:** I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration II. Proceed with completing the required fields. III. Post registration is completed, follow the steps given in point 1.
3. Alternatively by directly accessing the e-Voting website of NSDL: I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. 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. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. 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.	**3. Alternatively, by directly accessing the e-Voting website of CDSL:** I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. **KFintech** where the e- Voting is in progress. V. 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.

I. 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.com 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) 9905 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. 9905_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 05, 2026.

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 updation 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, Members 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), 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: 7260; CP No. 7835) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835), Senior 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 him in writing who shall countersign the same. The Chairperson or a person authorised by him 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 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. Thursday, July 30, 2026.

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., Thursday, July 30, 2026, 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 his / her / its Folio No./ DP ID Client ID:

      In case the shares are held in dematerialised mode: The Member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399

      Example for NSDL: MYEPWD <SPACE> IN12345612345678

      Example for CDSL: MYEPWD <SPACE> 1402345612345678

      In case the shares are held in physical mode: The Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. to 9212993399

      Example for Physical: MYEPWD <SPACE> 9905123456789

   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.