



Notice

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of Biocon Limited will be held on Thursday, July 21, 2011, at 3.30 p.m. at the 'Sathya Sai Samskruta Sadanam', No. 20, Hosur Road, Near Forum Mall, Bangalore - 560 029, to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2011 and audited Profit & Loss Account for the year ended on that date together with the reports of the Directors and the Auditors thereon.
2. To declare a final dividend of Rs.3.00 per equity share and confirm the payment of interim dividend of Rs. 1.50 per equity share for the year ended 31st March 2011.
3. To appoint a director in place of Dr. Neville Bain who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Dr. Bala Manian who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. The retiring auditors M/s S R Batliboi & Associates, Chartered Accountants (Firm registration no: 101049W) are eligible for re-appointment and have confirmed their willingness to accept office, if re-appointed.

Special Business

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 "RESOLVED that Mr. Russell Walls, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th April, 2011, in terms of the Section 260 of the Companies Act, 1956 ("the Act") and Article 74 of the Articles of Association of the Company and in respect of whom the Company having received notice in writing under Section 257 of the Act from a member proposing his candidature, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation."

By Order of the Board of Directors
For Biocon Limited

Place: Bangalore
Date: April 28, 2011.

Kiran Mazumdar-Shaw
Chairman and Managing Director

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members/proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
3. The Register of Directors Shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the members at the meeting.
4. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956 and all documents as mentioned in the resolutions and/or explanatory statement will be available for inspection by the members at the registered office of the Company.
5. The Register of Members and Share Transfer Books of the Company will remain closed from July 09, 2011 to July 21, 2011 (both days inclusive).
6. Subject to the provisions of Section 206A of the Companies Act, 1956 dividend as recommended by the Board of Directors of the Company, if declared at the meeting, will be payable on or after July 22, 2011 to those members whose name appear on the Register of Members as on the opening of July 09, 2011.
7. Members holding shares in Electronic (demat) form are advised to inform the particulars of their bank account and change of address to their respective Depository Participants only and not to the Company or to the Registrars. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
8. Members are requested to address all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Karvy Computershare Private Ltd. (Unit: Biocon Ltd), Plot No. 17 – 24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.
9. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.
10. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" through its recent Circular Nos. 17/2011 and 18/2011, dated April 21 and 29, 2011 respectively, allowing companies to send various official documents to their shareholders electronically. Your company recognizes the spirit of this MCA circular and it is proposed to henceforth send all documents and communications such as, Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc. to the email addresses provided by you with your depository. It is encouraged that the members support this green initiative and update their email address with their depository participant to ensure that all communications sent by the company are received on the desired email address.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956**Item No 6****Appointment of Mr. Russell Walls**

The Board of Directors had appointed Mr. Russell Walls as an Additional Director of the Company with effect from 28th April 2011.

Mr Walls is a Fellow Member of the Association of Chartered Certified Accountants, U.K and brings to the board his extensive experience in the field of finance. He possesses experience as director across a range of industries such as pharmaceuticals, textiles, transport and leisure. He is presently acting as non-executive director of Signet Jewelers Ltd, Treasurer and Trustee of The British Red Cross and Member of the Finance Commission of The International Federation of The Red Cross. He has formerly held positions as finance director, chairman of audit committee and non executive director in companies such as BAA plc, Wellcome plc, Coats Viyella plc, Stagecoach Group plc, Hilton Group plc and others.

Other Details;

Date of Birth	22/02/1944
Date of Appointment on the Board	28/04/2011
Shareholding in Equity shares of the Company and percentage of holding in share capital.	Nil

In terms of the provisions of Section 260 of the Companies Act, 1956, Mr.Russell Walls will hold office only upto the date of ensuing Annual General Meeting. Notice has been received from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Walls for the office of Director. The Directors recommend the Resolution for approval of the shareholders.

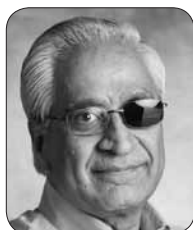
Except Mr.Walls, who is seeking the appointment, none of the Directors are concerned or interested in the Resolution.

Information pursuant to Revised Clause 49 of the listing agreement regarding the re-appointment of Directors:**Dr. Neville Bain**

Dr. Neville Bain, 70 years, has vast experience in the field of finance, strategy and general management. He graduated from Otago University, New Zealand, with a Master of Commerce (Hons) degree and double Bachelor degrees in Accounting and Economics. He has also been awarded the degree of Doctor of Law, is a Fellow Chartered Accountant, a Fellow Cost and Management Accountant, a Fellow Chartered Secretary and a Fellow of the Institute of Directors. He spent 27 years with the Cadbury Schweppes group, having responsibility for the world-wide confectionery business and then as Deputy Chief Executive and Finance Director. This was followed by a six-year term as Chief Executive Officer of Coats Viyella plc, and then as Chairman and Director of various organisations. He is the Chairman of the UK Institute of Directors, a Chairman of the board of Scottish Newcastle Pension Trustees Limited as well as Hogg Robinson Group. He has published 5 books on corporate governance, strategy and the effective utilisation of people in organisations.

Other Details*:

Date of Birth	14/07/1940
Date of Appointment on the Board	08/08/2000
Shareholding in Equity shares of the Company and percentage of holding in share capital.	5,00,000 (0.25%)

Dr. Bala S Manian,

Dr. Bala S Manian, 66 years, has been a part of the Silicon Valley entrepreneurial community over the last three decades and is responsible for successfully starting several life science companies. Dr. Manian is a co-founder of Quantum Dot Corporation and a co-founder of SurroMed Corporation. He was also chairman of Entigen Corporation, a Bioinformatics Company. He was the founder and Chairman of Biometric Imaging, Inc. Prior to founding Biometric Imaging, Inc., Dr. Manian founded Digital Optics Corporation, an optical instrumentation and systems development Company in 1980 and two other Companies, Lumisys and Molecular Dynamics in June 1987. Dr. Manian is presently the CEO of ReaMetrix Inc. He has been recognized through several awards for his contributions as an educator, inventor and an entrepreneur. In February 1999, the Academy of Motion Picture Arts and Sciences awarded a Technical Academy Award to Dr. Manian for advances in digital cinematography. He has a B.S. in Physics from the University of Madras, a M.S. in Applied Optics from the University of Rochester and

a Ph.D. in mechanical engineering from Purdue University. He was a faculty member of the University of Rochester's Institute of Optics for four years, teaching courses in optical fabrication and testing, optical instrumentation and holography. At present, he serves as a member of the Board of Trustees of University of Rochester.

Other Details*:

Date of Birth	15/07/1945
Date of Appointment on the Board	20/10/2004
Shareholding in Equity shares of the Company and percentage of holding in share capital.	2,500 (0.001%)

* The details of directorship of the Company's Directors in other companies & details of membership of directors in Board Committees as on March 31, 2011, is set out in the Report on Corporate Governance appearing on page 85 of the Annual Report.



Important Shareholder Communication

Dear Shareholder,

Sub: Implementing green initiative in corporate governance

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode, enabling the companies to send various official documents to their shareholders electronically.

Your Company recognizes the spirit of this initiative of MCA and supports this initiative of implementing an environmentally sustainable way of communication and governance.

It is intended to send all shareholder communications including financial statements and annual reports in electronic form. In addition, the full text of these reports and documents will also be made available on the Company's website: www.biocon.com in the Investor Relations section.

The electronic communication will be sent to your email id provided to us by your Depository Participant (DP). However, as per the records shared by the Depositories, your email id has not been registered and to enable us to implement the said initiative, we request you to please register / update your email id with your DP at the earliest.

We thank you for your co-operation in implementing this environmentally friendly initiative of paperless communication.

Yours Truly,
For Biocon Limited,

Company Secretarial Team

P.S: Please note that as a member of the company you will be entitled to receive all such communications in physical form, upon request.

BIOCON LIMITED

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



PROXY FORM

Regd. Folio No. / DP ID/Client ID

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I/We..... of being a member/members of Biocon Limited hereby appointof as my/our Proxy or failing him/her..... of as my/our proxy to vote for me/us on my/our behalf at the Thirty Third Annual General Meeting of the Company to be held on Thursday, July 21, 2011 at 3.30 p.m. at 'Sathya Sai Samskruta Sadanam', No. 20, Hosur Road, Near Forum Mall, Bangalore - 560 029, India and at any adjournment(s) thereof.

Signed this..... day of.....2011

Affix
1 Rupee
Revenue
Stamp

Note:

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

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BIOCON LIMITED

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



ATTENDANCE SLIP

Thirty Third Annual General Meeting – July 21, 2011

Regd. Folio No./ DP ID/ Client ID

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No. of shares held

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I certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Thirty Third Annual General Meeting of the Company held on Thursday, July 21, 2011 at 3.30 p.m. at 'Sathya Sai Samskruta Sadanam', No. 20, Hosur Road, near Forum Mall, Bangalore - 560 029.

Name of the member/proxy
(in BLOCK letters)

Signature of member/proxy

Note:

Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

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