



Biocon Limited

20th KM Hosur Road
Electronics City
Bangalore 560 100, India
T 91 80 2808 2808
F 91 80 2852 3423
CIN : L24234KA1978PLC003417

www.biocon.com

January 9, 2020

To, The Manager BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code- 532523	To, The Manager National Stock Exchange of India Limited Corporate Communication Department Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 050 Scrip Symbol- Biocon
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Subject: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Further to our intimation dated January 6, 2020, in relation to the proposed primary equity investment by True North in Biocon Biologics India Limited (“**BBIL**”), we further inform you that Biocon Limited (the “**Company**”), BBIL and Activ Pine LLP (an affiliate of True North Fund VI LLP) have executed a share subscription agreement (“**SSA**”) and a shareholder agreement (“**SHA**”) and together with the SHA, the “**Transaction Documents**”).

This intimation is being made in compliance with Regulations 30, read with Schedule III and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”) and the required disclosure is enclosed as Annexure A.

We request you to take this on record and that the same be treated as compliance under the applicable regulation(s).

Thanking you,

Yours faithfully,

For Biocon Limited

Manual.



Mayank Verma

Company Secretary and Compliance Officer

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The details as required under SEBI Listing Regulations read with SEBI Circular No. CIR/CFO/CMD/4/2015 dated September 9, 2015 are as under: -

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered.	The Transaction Documents been executed between the Company, BBIL and Activ Pine LLP, an affiliate of True North Fund VI LLP ("Investor").
2.	Purpose of entering into the agreement.	To record the terms and conditions of the investment by the Investor in BBIL.
3.	Shareholding, if any, in the entity with whom the agreement is executed.	The Company currently holds 93.27% of the share capital of BBIL, on a fully diluted basis. The Company does not hold any shareholding/ interest in the Investor.
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The Company is a party to the Transaction Documents in the capacity of promoter of BBIL. Accordingly, there will be no impact on its board of directors or capital structure.</p> <p>The SSA, <i>inter alia</i>, sets out the conditions for completion of the proposed investment and customary <i>inter se</i> representations, warranties and indemnity provisions. The SHA, sets out the <i>inter se</i> rights and obligations between the parties for the management of BBIL, including non-compete provisions, transfer restrictions and exit rights.</p>
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	The Company is the holding company of BBIL. The Investor is not related to the promoter/ promoter group / group companies in any manner.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	The transaction is not in the nature of a related party transaction.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Pursuant to the SSA, subject to completion of the relevant conditions precedent, the Investor shall subscribe to 50,25,463 equity shares of BBIL, at a price of Rs. 1,067.07 per equity share.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	<p>Please see paragraph 4 above.</p> <p>The Company has also previously made disclosures in relation to the transaction, on January 6, 2020.</p>
9.	in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable

