STAKEHOLDERS RELATIONSHIP COMMITTEE CHARTER
OF
BIOCON LIMITED

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SCOPE OF THE COMMITTEE

The Stakeholders Relationship Committee was constituted in terms of mandatory requirement of Section 178(5) of the Companies Act, 2013 ("Act") and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations").

The key role of the Committee will be to assist the Board of Directors ("Board") of Biocon Limited ("Company") to oversee the various aspects of stakeholders (including investors, debenture holders, deposit holders or other security holders) interests and to consider and resolve the concerns and complaints relating to transfer/transmission of shares, non-receipt of declared dividends, non-receipt of annual reports, non-receipt of interest etc.

CONSTIUTTION, MEMBERSHIP AND COMPOSITION

The Committee shall have minimum three Directors including one Independent Director as a member.

- **Chairperson** – The Chairperson of the Committee shall be a Non-executive Director. In case the Chairperson is not available to attend the meeting, the members present may elect one among them to be the Chairperson of the meeting. The Chairperson of the Committee shall be present at the Annual General Meeting of the Company to answer queries of the security holders.
- **Membership** - The members of the Committee shall be appointed by the Board on the recommendation of the Nomination and Remuneration Committee.
- **Invitees** – In addition to the members as mentioned above, any other Director/person may be invited to the meetings of the Committee. Invitee Directors will not have any voting rights, but may be entitled to sitting fees, if any, as mutually agreed by the members of the Board.
- **Secretary** – The Company Secretary of the Company acts as Secretary to the Committee.

PROCEDURE AND QUORUM:

- **Time and frequency of meetings** - The Committee shall meet from time to time or at least once in a financial year. Members who are not physically present may attend through video/tele-conference.
- **Quorum for meetings -** Two members present or one third of the total, whichever is higher, including those who attend via video conference shall form the quorum for the meeting. The participation of the Directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum. However, members attending meeting through teleconference are to be excluded for the purpose of Quorum.
- **Onward Reporting** – The draft of the minutes of each meeting of the Committee shall be circulated within the statutory time period as stated in the Secretarial Standards as issued by the Institute of Company Secretaries of India read along with the Companies Act, 2013

or any other applicable law, rules or regulations as applicable from time to time. A copy of the signed minutes, certified by the Company Secretary, shall be circulated within the timelines as stated under the Secretarial Standards, to all the members as on the date of the meeting and appointed thereafter, except to those members who have waived their right to receive the same either in writing or such waiver is recorded in the minutes.

ROLES AND RESPONSIBILITIES

The roles and responsibilities of the Committee shall *inter-alia* include the following:

1. To consider and ensure resolution of the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual reports, non-receipt of dividends, issue of new/duplicate share certificates, general meetings etc.;
2. To monitor and review any investor grievances received by the Company through SEBI, BSE, NSE or SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary & Compliance officer and Registrar and Share Transfer Agent of the Company;
3. To consider and review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent ('RTA');
4. To consider and review the measures taken for effective exercise of voting rights by shareholders;
5. To consider and review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed / unpaid dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company;
6. To review compliance relating to all securities including dividend payments, transfer of unclaimed amounts or shares to the Investor Education and Protection Fund;
7. To review the Annual Internal Audit Report from the Registrar and Share Transfer agent pursuant SEBI Circular dated April 20, 2018 together with the audit observations and action taken report;
8. To maintain and promote the corporate image of the Company among stakeholders including potential stakeholders;
9. To undertake self-evaluation of its own functioning and identification of areas for improvement;
10. To resolve grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants; and
11. To perform such other functions or duties as may be required under the relevant provisions of SEBI Listing Regulations and the Act read with rules made thereunder and as may be specifically delegated to the Committee by the Board from time to time.

AUTHORITY

1. To delegate its roles and responsibility jointly/severally to the Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, Compliance Officer or any other Executive;
2. To investigate any activity within its terms of reference;
3. To seek information from any employee/management of the Company;
4. To seek advice from external experts /advisors / consultants/ legal counsel, where judged necessary, to discharge its duties and responsibilities; and
5. To coordinate with other Committees of the Board of the Company to the extent that its work has a bearing on their scope of work.

REVIEW OF CHARTER

The Committee may, from time to time, review the Charter and make appropriate recommendations to the Board.

In case of any ambiguity or need for any clarification, the Company should refer applicable Secretarial Standards, provisions of Companies Act, 2013, SEBI Listing Regulations, Articles of Association of the Company and any other applicable laws. Further, in case there prevails any inconsistency between the provisions of this Charter and the law, the law shall prevail.

REFERENCE

As mandated by:

- Section 178 of Companies Act, 2013 and rules made thereunder;
- Regulation 20 of SEBI Listing Regulations.

VERSION HISTORY:

- Stakeholders Relationship Committee was constituted on January 17, 2004, by the Board of Directors.
- The charter was subsequently amended on April 25, 2019, May 14, 2020 and October 14, 2021. The Committee was renamed as the 'Stakeholders Relationship & ESG Committee' on October 21, 2021.
- The charter was amended, and the Committee was renamed as the 'Stakeholders Relationship Committee' vide Board's circular resolution dated March 25, 2022 approved on March 28, 2022.
- The charter was reviewed by the Committee on October 19, 2022.
- The charter was amended on November 11, 2025 pursuant to the updates in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.