



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

Date: January 6, 2017

To

The Bombay Stock Exchange Limited,
P J Tower, Dalal Street,
Mumbai 400 001

The National Stock Exchange of India
Limited
Exchange Plaza,
Bandra – Kurla Complex,
Bandra (East),
Mumbai- 400 051

Dear Sir/Madam,

Subject: Report on Corporate Governance for quarter ended December 31, 2016

In compliance with the provisions of Regulation- 27(2a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached, the compliance report on corporate governance for the quarter ended December 31, 2016.

Kindly take on record the same.

Thanking You,

Yours faithfully,
For Biocon Limited,

A handwritten signature in black ink, appearing to read "Arun S Chandavarkar", is written over a horizontal line.

Arun S Chandavarkar
Chief Executive Officer

A handwritten mark, possibly a stylized "N" or a similar symbol, is located to the left of the signature block.

CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: BIOCON Limited
2. Quarter ending: December 31, 2016

i. Composition of Board of Directors										
Title (Mr/Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity		
Ms	Kiran Mazumdar Shaw	ACMPM8240N 00347229	Chairperson & Managing Director	01.04.2015	-	5	0	0		
Mr	John McCallum Marshall Shaw	AMCPS7766H 00347250	Vice Chairman & Whole-time Director	01.04.2010	-	2	0	0		
Mr	Arun Suresh Chandavarkar	AAJPC6667N 01596180	CEO & Joint Managing Director	25.07.2014	-	1	1	0		
Mr	Ravi Rasendra Mazumdar	AOEPM2907E 00109213	Non-Executive	08.08.2000	-	1	1	0		
Mr	John Russell Fotheringham Walls	ACOPW1692E 03528496	Independent	25.07.2014	2014-2017 (36 months)	2	6	2		
Ms	Mary Harney	AIOPH6778E 05321964	Independent	25.07.2014	2014-2017 (36 months)	1	0	0		
Mr	Daniel Mark Bradbury	ZZZZZ9999Z 06599933	Independent	25.07.2014	2014-2017 (36 months)	1	3	1		
Mr	Levin M Jeremy	ZZZZZ9999Z 07071720	Independent	24.07.2015	2015 - 2018 (36 months)	1	1	0		
Mr	Vijay Kumar Kuchroo	AYDPK2094B 07071727	Independent	24.07.2015	2015 - 2018 (36 months)	1	0	0		
Mr.	Meleveetil Damodaran	AADPD1546K 02106990	Independent	30-06-2016	2016- 2019 (36 Months)	5	6	2		

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit & Risk Committee*	1. Mr. John Russell Fotheringham Walls (Chairman)	Non-executive – Independent Director
	2. Mr. Daniel Mark Bradbury	Non-executive – Independent Director
	3. Mr. Levin M Jeremy	Non-executive – Independent Director
	4. Mr. Meleveetil Damodaran	Non-executive – Independent Director
2. Nomination & Remuneration Committee	1. Ms. Mary Harney (Chairperson)	Non-executive – Independent Director
	2. Mr. Vijay Kumar Kuchroo	Non-executive – Independent Director
	3. Mr. Ravi Rasendra Mazumdar	Non-executive – Non Independent Director
3. Stakeholders Relationship Committee'	1. Mr. Daniel Mark Bradbury (Chairman)	Non-executive – Independent Director
	2. Mr. John Russell Fotheringham Walls	Non-executive – Independent Director
	3. Mr. Ravi Rasendra Mazumdar	Non-executive – Independent Director
4. Corporate Social Responsibility Committee	1. Ms. Mary Harney (Chairperson)	Non-executive – Independent Director
	2. Mr. Vijay Kumar Kuchroo	Non-executive – Independent Director
	3. Mr. Ravi Rasendra Mazumdar	Non-executive – Non Independent Director

*Note: The title of the Audit committee was changed to Audit & Risk Committee in July 2014

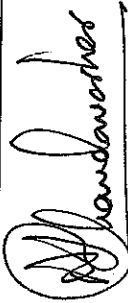
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
July 21, 2016	October 20, 2016	90

IV.	Meeting of Committees				Maximum gap between any two consecutive meetings in number of days*
Date(s) of meeting of the committee in the relevant quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter		
Audit & Risk Committee –	October 20, 2016	Yes	July 21, 2016	90	
Stakeholders Relationship Committee-	October 20, 2016	Yes	July 21, 2016	90	

V. Related Party transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

VI. Affirmation

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit & Risk Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

Signature : 
Name : Arun S Chandavarkar
Designation: Chief Executive Officer