

CORPORATE GOVERNANCE REPORT
FOR THE QUARTER ENDED MARCH 31,2022

General information about Company	
Scrip code	532523
NSE Symbol	BIOCON
MSEI Symbol	NOTLISTED
ISIN	INE376G01013
Name of the entity	Biocon Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalization as per immediate previous Financial Year	Top 100 listed entities

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Biocon Limited**
 2. Quarter ending - **March 31, 2022**

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms	Kiran Mazumdar Shaw	ACMPM8240N	00347229	Chairperson & ED	23-03-1953	01-04-2010	01-04-2020			5	2	1	1
Mr	Siddharth Mittal	ADBPM8709L	03230757	CEO & ED	25-06-1978	01-12-2019				1	0	1	0
Mr	Ravi Rasendra Mazumdar	AOEPM2907E	00109213	NED	17-04-1955	08-08-2000				1	0	1	0
Mr	Eric Vivek Mazumdar	BSNPM4594H	09381549	NED	12-01-1993	01-11-2021				1	0	0	0
Ms	Mary Harney	AIOPH6778E	05321964	ID	11-03-1953	25-07-2014	28-07-2017		93	1	1	0	0
Mr	Daniel Mark Bradbury	DZMPB2641L	06599933	ID	13-04-1961	25-07-2014	28-07-2017		93	1	1	3	1
Mr	Vijay Kumar Kuchroo	AYDPK2094B	07071727	ID	05-06-1955	22-01-2015	27-07-2018		87	2	2	0	0
Mr	Meleveetil Damodaran	AADPD1546K	02106990	ID	04-05-1947	26-04-2016	26-07-2019		71	4	4	5	2
Mr	Bobby Kanubhai Parikh	AABPP6062C	00019437	ID	30-04-1964	27-07-2018	23-07-2021		44	3	3	8	4

II. Composition of Committees

Audit Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment
1	Mr. Bobby Kanubhai Parikh	ID	Chairperson	27-07-2018
2	Mr. Daniel Mark Bradbury	ID	Member	25-04-2013
3	Mr. Meleveetil Damodaran	ID	Member	26-04-2016

Stakeholders Relationship Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment
1	Mr. Daniel Mark Bradbury	ID	Chairperson	05-10-2015
2	Mr. Bobby Kanubhai Parikh	ID	Member	27-07-2018
3	Mr. Ravi Rasendra Mazumdar	NED	Member	05-10-2015
4	Ms. Mary Harney*	ID	Member	01-11-2021
5	Mr. Eric Vivek Mazumdar*	NED	Member	01-11-2021
6	Mr. Siddharth Mittal*	ED	Member	20-01-2022

*Ceased to be the members of the Committee w.e.f. 28.03.2022.

Corporate Social Responsibility & ESG Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment
1	Ms. Mary Harney	ID	Chairperson	24-04-2014
2	Dr. Vijay Kumar Kuchroo	ID	Member	22-01-2015
3	Mr. Ravi Rasendra Mazumdar	NED	Member	05-10-2015
4	Mr. Eric Vivek Mazumdar	NED	Member	28-03-2022
5	Mr. Siddharth Mittal	ED	Member	28-03-2022

Nomination and Remuneration Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment
1	Ms. Mary Harney	ID	Chairperson	05-10-2015
2	Dr. Vijay Kumar Kuchroo	ID	Member	05-10-2015
3	Mr. Ravi Rasendra Mazumdar	NED	Member	09-10-2015
4	Mr. Daniel Mark Bradbury	ID	Member	01-11-2021

Risk Management Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment
1	Mr. Bobby Kanubhai Parikh	ID	Chairperson	24-01-2019
2	Mr. Daniel Mark Bradbury	ID	Member	24-01-2019
3	Mr. Meleveetil Damodaran	ID	Member	24-01-2019
4	Ms. Kiran Mazumdar Shaw	ED	Member	24-01-2019
5	Mr. Siddharth Mittal	ED	Member	01-12-2019
6	Mr. Eric Vivek Mazumdar	NED	Member	01-11-2021

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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present (All Directors including Independent Directors)	Number of Independent Directors attending the meeting
21-10-2021	-	-	Yes	8	5
-	20-01-2022	90	Yes	9	5
-	27-02-2022	37	Yes	7	3

IV. Meeting of Committees						
Name of Committee	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)	Whether requirement of Quorum met (details)	Number of Directors present (All Directors including Independent Directors)	Number of Independent Directors attending the meeting
Audit Committee	21-10-2021			Yes	3	3
Nomination and remuneration committee	14-10-2021			Yes	4	2
Stakeholders Relationship Committee	14-10-2021			Yes	3	2
Risk Management Committee	14-10-2021			Yes	5	3
CSR Committee	21-10-2021			Yes	3	2
Stakeholders Relationship Committee		17-01-2022	95	Yes	5	3
Nomination and remuneration committee		17-01-2022	95	Yes	4	3
Audit Committee		20-01-2022	91	Yes	3	3
Risk Management Committee		20-01-2022	98	Yes	6	3
Audit Committee		17-03-2022	56	Yes	3	3

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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	Not Applicable

Annexure 1		
VI. Affirmations		
S. No.	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	NA

ANNEXURE II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address
1	Details of business	Yes	-	www.biocon.com
2	Terms and conditions of appointment of independent directors	Yes	-	www.biocon.com
3	Composition of various committees of board of directors	Yes	-	www.biocon.com
4	Code of conduct of board of directors and senior management personnel	Yes	-	www.biocon.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	-	www.biocon.com
6	Criteria of making payments to non-executive directors	Yes	-	www.biocon.com
7	Policy on dealing with related party transactions	Yes	-	www.biocon.com
8	Policy for determining 'material' subsidiaries	Yes	-	www.biocon.com
9	Details of familiarization programmes imparted to independent directors	Yes	-	www.biocon.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	www.biocon.com
11	Email address for grievance redressal and other relevant details	Yes	-	www.biocon.com
12	Financial results	Yes	-	www.biocon.com

Biocon Limited



13	Shareholding pattern	Yes	-	www.biocon.com
14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	-	www.biocon.com
16	New name and the old name of the listed entity	NA	-	-
17	Advertisement as per regulation 47(1)	Yes	-	www.biocon.com
18	Credit rating or revision in credit rating obtained	Yes	-	www.biocon.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	www.biocon.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-	www.biocon.com
21	Materiality policy as per Regulation 30	Yes	-	www.biocon.com
22	Dividend distribution policy as per Regulation 43(A)	Yes	-	www.biocon.com
23	It is certified that these contents on the website of the listed entity are correct	Yes	-	www.biocon.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory.	NA		

Annexure II

II. Annual Affirmations

S. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3	Meeting of Board of directors	17(2)	Yes	-
4	Quorum of Board Meeting	17(2A)	Yes	-
5	Review of Compliance Reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of Conduct	17(5)	Yes	-
8	Fees/compensation	17(6)	Yes	-
9	Minimum Information	17(7)	Yes	-
10	Compliance Certificate	17(8)	Yes	-
11	Risk Assessment & Management	17(9)	Yes	-
12	Performance Evaluation of Independent Directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of directorships	17A	Yes	-
15	Composition of Audit Committee	18(1)	Yes	-
16	Meeting of Audit Committee	18(2)	Yes	-
17	Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholder Relationship Committee	20(3A)	Yes	-
22	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes	-
23	Meeting of Risk Management Committee	21(3A)	Yes	-
24	Vigil Mechanism	22	Yes	-
25	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	-
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	-
27	Approval for material related party transactions	23(4)	NA	-
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-

29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	-
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
31	Annual Secretarial Compliance Report	24(A)	Yes	-
32	Alternate Director to Independent Director	25(1)	NA	-
33	Maximum Tenure	25 (2)	Yes	-
34	Meeting of independent directors	25(3) & (4)	Yes	-
35	Familiarization of independent directors	25(7)	Yes	-
36	Declaration from Independent Directors	25(8) and (9)	Yes	-
37	D & O insurance for Independent Directors	25(10)	Yes	-
38	Memberships in Committees	26(1)	Yes	-
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	-
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-
Any other information to be provided				

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non-Applicability	The transactions are covered under the exemption to this amendment are provided by SEBI LODR.		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name			
Designation			
Place			
Date			

Name : **Sd/- Mayank Verma**
Designation : **Company Secretary and Compliance Officer**
Place : **Bengaluru**
Date : **April 21, 2022**