

## CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: Biocon Limited
2. Quarter ending: September 30, 2018

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, Executive Director	01.04.2015		5	2	0
Mr.	John McCallum Marshall Shaw	AMCPS7766H 00347250	Vice Chairman & Non-Executive Director	01.04.2010	-	2	2	0
Mr.	Arun Suresh Chandavarkar	AAJPC6667N 01596180	CEO & Joint Managing Director, Executive Director	25.07.2014	-	1	2	0
Mr.	Ravi Rasendra Mazumdar	AOEPM2907E 00109213	Non-Executive Director, Non-Independent Director	08.08.2000	-	1	1	0
Mr.	John Russell Fotheringham Walls	ACOPW1692E 03528496	Independent Director	28.07.2017 - 27.07.2022	60 months	2	4	1
Ms.	Mary Harney	AIOPH6778E 05321964	Independent Director	28.07.2017 - 27.07.2022	60 months	1	0	0
Mr.	Daniel Mark Bradbury	ZZZZZ9999Z 06599933	Independent Director	28.07.2017 - 27.07.2022	60 months	1	2	1
Mr.	Jeremy M Levin	ZZZZZ9999Z 07071720	Independent Director	28.07.2018 -	60 months	1	1	0



				27.07.2023				
Mr	Vijay Kumar Kuchroo	AYDPK2094B 07071727	Independent Director	28.07.2018 - 27.07.2023	60 months	2	0	0
Mr.	Meleveetil Damodaran	AADPD1546K 02106990	Independent Director	30.06.2016 - 29.06.2019	36 months	5	5	3
Mr.	Bobby Kanubhai Parikh	AABPP6062C 00019437	Independent Director	27.07.2018 - 27.07.2021	36 months	4	2	2

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit and Risk Committee	1. Mr. John Russell Fotheringham Walls (Chairman)	Non-executive – Independent Director
	2. Mr. Daniel Mark Bradbury	Non-executive – Independent Director
	3. Dr. Levin M Jeremy	Non-executive – Independent Director
	4. Mr. Meleveetil Damodaran	Non-executive – Independent Director
	5. Mr. Bobby Kanubhai Parikh	Non-executive – Independent Director
2. Nomination and Remuneration Committee	1.Ms. Mary Harney (Chairperson)	Non-executive – Independent Director
	2.Dr. Vijay Kumar Kuchroo	Non-executive – Independent Director
	3.Mr. Ravi Rasendra Mazumdar	Non- executive – Non Independent Director
	4.Ms. Kiran Mazumdar Shaw	Executive Director-Chairperson
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 – Non Independent Director
	4.Mr. Bobby Kanubhai Parikh	Non-executive – Independent Director
4. Corporate Social Responsibility Committee	1.Ms. Mary Harney (Chairperson)	Non-executive – Independent Director
	2.Dr. Vijay Kumar Kuchroo	Non-executive – Independent Director
	3.Mr. Ravi Rasendra Mazumdar	Non- executive – Non Independent Director



<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
April 26, 2018	July 26, 2018  September 03, 2018	90

<b>IV. Meeting of Committees</b>				
<i>Name of the Committee(s)</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit and Risk Committee	July 26, 2018	Yes	April 26, 2018	90
Stakeholders Relationship Committee	July 26, 2018	Yes	April 26, 2018	90
Nomination and Remuneration Committee	July 26, 2018,  September 03, 2018	Yes	April 26, 2018	90
Corporate Social Responsibility Committee	July 26, 2018	Yes	April 26, 2018	90

<b>V. Related Party transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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 and Risk Committee
  - b. Nomination and 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:

*Satish Kumar SS*

Name : Satish Kumar SS

Designation: Company Secretary & Compliance Officer



**Annexure III**

**Annexure III to be submitted by Listed entity at the end of the 6 month after end of the Financial year along with second quarter report of next financial year**

<b>I. Affirmation</b>				
<b>Sr</b>	<b>Board Heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/Na)</b>	<b>If Status is "No" detail of non-Compliance may be given here</b>
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Ms. Mary Harney, Chairperson of the Nomination and Remuneration Committee being unable to attend the 40 <sup>th</sup> Annual General Meeting of the Company, requested leave of absence and authorised Prof. Ravi Mazumdar to attend the meeting on her behalf.
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	



Signature : *Satish Kumar SS*  
 Name : **Satish Kumar SS**  
 Designation: **Company Secretary & Compliance Officer**

