

**CORPORATE GOVERNANCE REPORT**  
**FOR THE QUARTER ENDED SEPTEMBER 30,2023**

<b>General information about Company</b>	
Scrip code	532523
NSE Symbol	BIOCON
MSEI Symbol	NOTLISTED
ISIN	INE376G01013
Name of the entity	Biocon Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalization as per immediate previous Financial Year	Top 500 listed entities

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Biocon Limited**  
 2. Quarter ending - **September 30, 2023**

Title (Mr / Ms)	Name of the Director	DIN	Category of directors	Date of Birth	Whether the Director is disqualified	Current Status	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 (In reference to Regulation 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (In reference to proviso to 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	00347229	Chairperson & ED	23-03-1953	No	Active	01-04-2010	01-04-2020	-	-	4	1	0	0
Mr.	Siddharth Mittal	03230757	CEO & ED	25-06-1978	No	Active	01-12-2019	01-04-2020	-	-	1	0	0	0
Mr.	Ravi Rasendra Mazumdar	00109213	NED	17-04-1955	No	Active	08-08-2000	-	-	-	1	0	1	1
Mr.	Eric Mazumdar	09381549	NED	12-01-1993	No	Active	01-11-2021	-	-	-	1	0	0	0
Mr.	Vijay Kuchroo	07071727	ID	05-06-1955	No	Active	22-01-2015	27-07-2018	26-07-2023	102.04	1	1	0	0
Mr.	Meleveetil Damodaran	02106990	ID	04-05-1947	No	Active	26-04-2016	26-07-2019	-	89.04	3	2	2	0
Mr.	Bobby Kanubhai Parikh	00019437	ID	30-04-1964	No	Active	27-07-2018	23-07-2021	-	62.03	3	3	7	4
Ms.	Naina Lal Kidwai	00017806	ID	16-04-1957	No	Active	28-04-2022	-	-	17.02	3	3	2	1
Mr.	Peter Bains	00430937	ID	26-07-1957	No	Active	12-12-2022	-	18-09-2023	9.06	0	0	0	0
Ms.	Rekha Mehrotra Menon	02768316	ID	05-01-1959	No	Active	26-07-2023	-	-	2.04	1	1	1	0
Mr.	Nicholas Robert Haggart	08518863	ID	25-04-1965	No	Active	01-09-2023	-	-	0.29	1	1	1	0

Whether Chairperson is appointed: Yes

Whether Chairperson is related to Managing Director or CEO: No

II. Composition of Committees

<b>Audit Committee</b>					
Whether regular Chairperson appointed?				Yes	
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment	Date of Cessation
1	Mr. Bobby Kanubhai Parikh	ID	Chairperson	27-07-2018	
2	Mr. Meleveetil Damodaran	ID	Member	26-04-2016	
3	Mr. Peter Bains	ID	Member	12-01-2023	18-09-2023
4	Mr. Nicholas Robert Haggard	ID	Member	01-09-2023	

<b>Stakeholders Relationship Committee</b>					
Whether regular Chairperson appointed?				Yes	
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment	Date of Cessation
1	Mr. Ravi Rasendra Mazumdar	NED	Chairperson	05-10-2015	
2	Mr. Bobby Kanubhai Parikh	ID	Member	27-07-2018	
3	Mr. Vijay Kuchroo	ID	Member	27-07-2022	26-07-2023
4	Mr. Peter Bains	ID	Member	12-01-2023	18-09-2023
5	Ms. Rekha Mehrotra Menon	ID	Member	01-09-2023	

<b>Corporate Social Responsibility &amp; ESG Committee</b>					
Whether regular Chairperson appointed?				Yes	
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment	Date of Cessation
1	Ms. Naina Lal Kidwai	ID	Chairperson	28-04-2022	
2	Mr. Vijay Kuchroo	ID	Member	22-01-2015	26-07-2023
3	Mr. Ravi Rasendra Mazumdar	NED	Member	05-10-2015	
4	Mr. Eric Mazumdar	NED	Member	28-03-2022	
5	Mr. Siddharth Mittal	ED	Member	28-03-2022	

6	Ms. Rekha Mehrotra Menon	ID	Member	26-07-2023	
7	Mr. Nicholas Robert Haggar	ID	Member	01-09-2023	

<b>Nomination and Remuneration Committee</b>					
Whether regular Chairperson appointed?			Yes		
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment	Date of Cessation
1	Ms. Naina Lal Kidwai	ID	Chairperson	28-04-2022	
2	Mr. Vijay Kuchroo	ID	Member	05-10-2015	26-07-2023
3	Mr. Ravi Rasendra Mazumdar	NED	Member	09-10-2015	
4	Ms. Rekha Mehrotra Menon	ID	Member	26-07-2023	

<b>Risk Management Committee</b>					
Whether regular Chairperson appointed?			Yes		
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment	Date of Cessation
1	Mr. Bobby Kanubhai Parikh	ID	Chairperson	24-01-2019	
2	Mr. Meleveetil Damodaran	ID	Member	24-01-2019	
3	Ms. Kiran Mazumdar Shaw	ED	Member	24-01-2019	
4	Mr. Siddharth Mittal	ED	Member	01-12-2019	
5	Mr. Eric Mazumdar	NED	Member	01-11-2021	
6	Mr. Peter Baains	ID	Member	12-01-2023	18-09-2023
7	Mr. Nicholas Robert Haggar	ID	Member	01-09-2023	

**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)	Total number of Directors as on the date of Meeting	Number of Directors present (All Directors including Independent Directors)	Number of Independent Directors attending the meeting
26-04-2023	-	-	Yes	9	9	5
23-05-2023	-	26	Yes	9	9	5
-	06-07-2023	43	Yes	9	8	4
	10-08-2023	34	Yes	9	9	5

**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)	Total number of Directors in the Committee as on the date of the Meeting	Number of Directors present (All Directors including Independent Directors)	Number of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
Audit Committee	26-04-2023	-		Yes	3	3	3	0
Stakeholders Relationship Committee	12-05-2023	-	15	Yes	4	4	3	0
Risk Management Committee	12-05-2023	-		Yes	6	6	3	0
Nomination and remuneration committee	23-05-2023	-	10	Yes	3	2	1	0
Audit Committee	23-05-2023	-		Yes	3	3	3	0
Corporate Social Responsibility & ESG Committee	23-05-2023	-		Yes	5	4	1	0

Nomination and remuneration committee	-	04-08-2023	72	Yes	3	2	1	0
Corporate Social Responsibility & ESG Committee	-	04-08-2023		Yes	5	4	1	0
Risk Management Committee	-	09-08-2023	4	Yes	6	6	3	0
Stakeholders Relationship Committee	-	09-08-2023		Yes	3	3	2	0
Audit Committee	-	10-08-2023		Yes	3	3	3	0
Audit Committee	-	29-09-2023	49	Yes	3	3	3	0

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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	NA

ANNEXURE III				
S. No.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
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)	No	Mr. Bobby Parikh, Chairperson of Audit Committee could not attend the AGM. Mr. Meleveetil Damodaran, duly authorized by Mr. Bobby Parikh, represented him at the AGM as Chairperson of the Audit Committee.
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes	-
4	Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes	-
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

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.	
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below</b>		
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>		
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>(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</b>			
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			
<b>(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</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
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>(D) Additional Information</b>		
<b>II. Affirmations</b>		
<b>Affirmations</b>	<b>Compliance Status</b>	<b>Company Remarks</b>
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		

<b>Details of Cyber Security Incidence</b>	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	Brief details of the event

**Name** : **Sd/-**  
**Designation** : **Mayank Verma**  
**Place** : **Company Secretary and Compliance Officer**  
**Date** : **Bengaluru**  
**October 20, 2023**