

## CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: BIOCON Limited
2. Quarter ending: September 30, 2016

<b>I. Composition of Board of Directors</b>								
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	2015-2020 (60 months)	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	01.07.2016	-	1	0	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	2	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	1	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	30-07-2016	2016- 2019 (36 Months)	5	5	2

<b>II. Composition of Committees</b>		
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 (Chairperson)	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. 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 on July 2014

<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, 2016	July 21, 2016	85

<b>IV. Meeting of Committees</b>			
<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 & Risk Committee – July 21, 2016	Yes	April 26, 2016	85
Stakeholders Relationship Committee- July 21, 2016	Yes	April 26, 2016	85

<b>V. Related Party transactions</b>	
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	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

Sd/-

Name : Kiran Kumar. G

Designation: Company Secretary

**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****I. Affirmation**

<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	The Director was unable to attend due to Pre-ponement of AGM date from the date scheduled in Annual calendar of meetings.
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

**Sd/-****Name: Kiran Kumar. G****Designation: Company Secretary**

