

CORPORATE GOVERNANCE REPORT
FOR THE QUARTER ENDED MARCH 31, 2020

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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation 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, 2020**

I. Composition of Board of Directors														
Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Date of Birth	Tenure (in months)	Initial Date of appointment	Date of Re-appointment/Cessation	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No 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	00347229	ACMPM8240N	C & ED	01-Apr-2015		23-03-1953	-	01-04-2010	01-04-2015	5	2	0	2
Mr.	J M M Shaw	00347250	AMCPS7766H	NED	01-Apr-2010		12-04-1949	-	12-01-1998	-	2	0	1	0
Mr.	Siddharth Mittal	03230757	ADBPM8709L	CEO & ED	1-Dec-2019		25-06-1978	-	1-Dec-2019	-	1	0	1	0
Mr.	Ravi Rasendra Mazumdar	00109213	AOEPM2907E	NED	08-Aug-2000		17-04-1955	-	08-08-2000	-	1	0	1	0
Ms.	Mary Harney	05321964	AIOPH6778E	ID	28-July-2017		11-03-1953	69	25-07-2014	28-07-2017	1	1	0	0
Mr.	Daniel Mark Bradbury	06599933	ZZZZ9999Z	ID	28-July-2017		13-04-1961	69	25-07-2014	28-07-2017	1	1	2	1
Mr.	Vijay Kuchroo	07071727	AYDPK2094B	ID	28-July-2018		05-06-1955	63	22-01-2015	27-07-2018	2	2	0	0
Mr.	Jeremy M Levin	07071720	ZZZZ9999Z	ID	28-July-2018		09-09-1953	61	22-01-2015	27-07-2018 (Re-appointment) 23-01-2020 (Cessation)	1	1	1	0
Mr.	Meleveetil Damodaran	02106990	AADPD1546K	ID	30-Jun-2016		04-05-1947	47	26-04-2016	26-07-2019	6	6	4	4
Mr.	Bobby Kanubhai Parikh	00019437	AABPP6062C	ID	27-July-2018		30-04-1964	20	27-07-2018	-	1	1	1	5

II. Composition of Committees

Audit Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment/Cessation
1	Mr. Bobby Kanubhai Parikh	ID	Chairperson	27-07-2018
2	Mr. Daniel Mark Bradbury	ID	Member	25-04-2013
3	Dr. Levin M Jeremy	ID	Member	09-10-2015 23-01-2020 (Cessation)
4	Mr. Meleveetil Damodaran	ID	Member	26-04-2016

Stakeholders Relationship Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment/Cessation
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

Corporate Social Responsibility Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment/Cessation
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

Nomination and Remuneration Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment/Cessation
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	Ms. Kiran Mazumdar Shaw	C & ED	Member	27-04-2017

Risk Management Committee				
S. No.	Name of the Director	Category	Chairperson/Membership	Date of Appointment/Cessation
1	Mr. Bobby Kanubhai Parikh	ID	Chairperson	24-01-2019
2	Mr. Daniel Mark Bradbury	ID	Member	24-01-2019
3	Dr. Levin M Jeremy	ID	Member	24-01-2019 23-01-2020 (Cessation)
4	Mr. Meleveetil Damodaran	ID	Member	24-01-2019
5	Ms. Kiran Mazumdar Shaw	ED	Member	24-01-2019
6	Mr. Siddharth Mittal	ED	Member	01-12-2019
6	Mr. Arun Suresh Chandavarkar	ED	Member	30-11-2019 (cessation)

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	Number of Independent Directors attending the meeting
25-10-2019		-	Yes	8	4
	23-01-2020	91	Yes	10	6

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	Number of Independent Directors attending the meeting
Audit Committee	23-10-2019	23-01-2020	91	Yes	4	4
Stakeholders Relationship Committee	23-10-2019	23-01-2020	91	Yes	3	2
Nomination and Remuneration Committee	23-10-2019	23-01-2020	91	Yes	4	2
Corporate Social Responsibility Committee	-	23-01-2020	181	Yes	3	2
Risk Management Committee	23-10-2019	23-01-2020	91	Yes	6	4

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	Yes

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		http://www.biocon.com/biocon_invtrelations.asp
2	Terms and conditions of appointment of independent directors	Yes		http://www.biocon.com/biocon_invtrelations.asp
3	Composition of various committees of board of directors	Yes		http://www.biocon.com/biocon_invtrelations.asp
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.biocon.com/biocon_invtrelations.asp
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.biocon.com/biocon_invtrelations.asp
6	Criteria of making payments to non-executive directors	Yes		http://www.biocon.com/biocon_invtrelations.asp
7	Policy on dealing with related party transactions	Yes		http://www.biocon.com/biocon_invtrelations.asp
8	Policy for determining 'material' subsidiaries	Yes		http://www.biocon.com/biocon_invtrelations.asp
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.biocon.com/biocon_invtrelations.asp
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.biocon.com/biocon_invtrelations.asp

Biocon Limited



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

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 100 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

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)	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) & (2)	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)	Yes	

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)	Yes	
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				

Sd/-
Name : **Mayank Verma**
Designation : **Company Secretary and Compliance Officer**
Place : **Bengaluru**
Date : **April 17, 2020**