

<u>CORPORATE GOVERNANCE REPORT</u> FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023

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	01-04-2022						
Date of end of financial year	31-03-2023						
Reporting Quarter	Yearly						
Date of Report	31-03-2023						
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

- March 31, 2023

Title (Mr / Ms)	Name of the Director	DIN	Category of directors	Date of Birth	Whethe r the Director is disqualif ied	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	-	-	-	1	0	0	0
Mr.	Ravi Rasendra Mazumdar	00109213	NED	17-04-1955	No	Active	08-08-2000	-	-	-	1	0	1	1
Mr.	Eric Vivek Mazumdar	09381549	NED	12-01-1993	No	Active	01-11-2021	-	-	-	1	0	0	0
Mr.	Vijay Kumar Kuchroo	07071727	ID	05-06-1955	No	Active	22-01-2015	27-07-2018	-	99	2	2	1	0
Mr.	Meleveetil Damodaran	02106990	ID	04-05-1947	No	Active	26-04-2016	26-07-2019	-	83	3	2	2	0
Mr.	Bobby Kanubhai Parikh	00019437	ID	30-04-1964	No	Active	27-07-2018	23-07-2021	-	56	3	3	7	4
Ms.	Naina Lal Kidwai	00017806	ID	16-04-1957	No	Active	28-04-2022	-	-	11	3	3	2	1
Mr.	Peter John Bains	00430937	ID	26-07-1957	No	Active	12-12-2022	-	-	4	1	1	2	0

Whether Chairperson is appointed: Yes

Whether Chairperson is related to Managing Director or CEO: No



II. Composition of Committees

Audit Committee										
Whether regular Chairperson appointed?			Yes	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	Ms. Naina Lal Kidwai	ID	Member	27-07-2022	12-01-2023					
4	Mr. Peter John Bains	ID	Member	12-01-2023						

Stakeholders Relationship Committee										
Whether r	regular Chairperson appointed?		Yes	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 Kumar Kuchroo	ID	Member	27-07-2022						
4	Mr. Peter John Bains	ID	Member	12-01-2023						

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

Nomination and Remuneration Committee										
Whether re	egular Chairperson appointed?		Yes	Yes						
S. No.	Name of the Director	Chairperson/Membership	Date of Appointment	Date of Cessation						
1	Ms. Naina Lal Kidwai	ID	Chairperson	28-04-2022						
2	Mr. Vijay Kumar Kuchroo	ID	Member	05-10-2015						
3	Mr. Ravi Rasendra Mazumdar	NED	Member	09-10-2015						



Risk Management Committee										
Whether regular Chairperson appointed?			Yes	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 Vivek Mazumdar	NED	Member	01-11-2021						
6	Mr. Peter John Bains	ID	Member	12-01-2023						

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	• • •	Maximum gap between any two consecutive (in number of days)		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
14-11-2022	-	-	Yes	8	8	4
-	14-02-2023	91	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)
Stakeholders Relationship Committee	19-10-2022			Yes	3	2	1	0
Nomination and remuneration committee	19-10-2022			Yes	3	3	2	0
Corporate Social Responsibility & ESG Committee	19-10-2022			Yes	5	5	2	0
Audit Committee	14-11-2022		25	Yes	3	3	3	0
Risk Management Committee	14-11-2022			Yes	5	5	2	0
Corporate Social Responsibility & ESG Committee		24-01-2023	70	Yes	5	5	2	0
Nomination and remuneration committee		24-01-2023		Yes	3	2	1	0
Stakeholders Relationship Committee		25-01-2023	0	Yes	4	4	3	0
Risk Management Committee		25-01-2023		Yes	6	6	3	0
Audit Committee		14-02-2023	19	Yes	3	3	3	0
Audit Committee		23-03-2023	36	Yes	3	2	2	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						



	Annexure 1	
VI. Affir	mations	
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)										
	I. Disclosure on website in terms of Listing Regulations										
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- complianc e may be given here.	Web address							
1	Details of business	Yes	-	https://www.biocon.com/businesses/							
2	Terms and conditions of appointment of independent directors	Yes	-	https://www.biocon.com/docs/Policy-on-Director's- appointment-and-remuneration_20211021.pdf https://www.biocon.com/docs/Letter%20of%20Appointm ent%20-Template.pdf							
3	Composition of various committees of board of directors	Yes	-	https://www.biocon.com/investor-relations/corporate- governance/board-committees/							
4	Code of conduct of board of directors and senior management personnel	Yes	-	https://www.biocon.com/docs/Code-of- conduct%20Brochure-English-27122022.pdf							
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	-	https://www.biocon.com/docs/Biocon-Integrity-and- Whistle-Blower-Policy_2020.pdf							
6	Criteria of making payments to non-executive directors	Yes	-	https://www.biocon.com/docs/Policy-on-Director's- appointment-and-remuneration_20211021.pdf							
7	Policy on dealing with related party transactions	Yes	-	https://www.biocon.com/docs/Policy-on-Related-Party- Transactions-2022.pdf							
8	Policy for determining 'material' subsidiaries	Yes	-	https://www.biocon.com/docs/Policy%20on%20Material %20Subsidiaries_2020.pdf							
9	Details of familiarization programmes imparted to independent directors	Yes	-	https://www.biocon.com/docs/Familiarisation_Programm e_2022.pdf							
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	https://www.biocon.com/investor-relations/contact- investors-relation/							
11	Email address for grievance redressal and other relevant details	Yes	-	https://www.biocon.com/investor-relations/contact- investors-relation/							
12	Financial results	Yes	-	https://www.biocon.com/investor-relations/financial- information/quarterly-reports/							



13	Shareholding pattern	Yes	-	https://www.biocon.com/investor-relations/stock- exchange-disclosures/shareholding-pattern/
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	-	https://www.biocon.com/investor-relations/stock- exchange-disclosures/investors-meeting/
16	New name and the old name of the listed entity	NA	-	
17	Advertisement as per regulation 47(1)	Yes	-	https://www.biocon.com/investor-relations/stock- exchange-disclosures/newspaper-advertisement/
18	Credit rating or revision in credit rating obtained	Yes	-	https://www.biocon.com/investor-relations/stock- exchange-disclosures/other-announcements-disclosures/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	https://www.biocon.com/investor-relations/financial- information/subsidiary-financials/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-	https://www.biocon.com/investor-relations/disclosures- under-regulation-46-of-lodr/
21	Materiality policy as per Regulation 30	Yes	-	https://www.biocon.com/docs/Biocon_Policy-for- determining-materiality-for-disclosures-20230214.pdf
22	Dividend distribution policy as per Regulation 43(A)	Yes	-	https://www.biocon.com/docs/Biocon_Dividend%20Distri bution%20Policy_2020.pdf
It is c	ertified that these contents on the website of the listed entity are correct.			



		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)	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)	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)	NA	-
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-
	Any other information to be provided			

Annexure II				
	III. Annual Affirmations			
S. No.	Particulars	Compliance status (Yes/No/NA)		
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements	Yes		
	with respect to subsidiary of Listed Entity have been complied			



	Additional Half yearly Disc	losure		
Applicability of disclosure	Not Applicable			
Reason for Non-Applicability	The transactions are covered under the exemption to this ar es/comfort letters /securities etc. refer note below	mendment are pro	ovided by SEBI LODR.	
	f 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 lett debt availed By	er (by whatever name called) provided by the listed entity d	lirectly or indirect	ly, in connection with any loan(s) or any other form of	
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 loa	an(s) or any other	form of debt availed by	
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided	Balance outstanding at the end of six months	



	during 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		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		

		Sd/-
Name	:	Mayank Verma
Designation	:	Company Secretary and Compliance Officer
Place	:	Bengaluru
Date	:	April 18, 2023