

## CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: BIOCON Limited
2. Quarter ending: Mar 31, 2016

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	ACMPM8240N00347229	Chairperson & Managing Director	01.04.2015	-	4	0	0
Mr	John McCallum Marshall Shaw	AMCPS7766H00347250	Vice Chairman & Whole-time Director	01.04.2010	-	2	0	0
Mr	Arun Suresh Chandavarkar	AAJPC6667N01596180	CEO & Joint Managing Director	25.07.2014	-	1	0	0
Mr	Ravi Rasendra Mazumdar	AOEPM2907E00109213	Non-Executive	08.08.2000	-	1	1	0
Mr	John Russell Fotheringham Walls	ACOPW1692E03528496	Independent	25.07.2014	2014-2017 (36 months)	2	2	2
Ms	Mary Harney	AIOPH6778E05321964	Independent	25.07.2014	2014-2017 (36 months)	1	0	0
Mr	Daniel Mark Bradbury	ZZZZZ9999Z06599933	Independent	25.07.2014	2014-2017 (36 months)	2	2	1
Mr	Levin M Jeremy	ZZZZZ9999Z07071720	Independent	24.07.2015	2015 – 2018 (36 months)	1	1	0
Mr	Vijay Kumar Kuchroo	AYDPK2094B07071727	Independent	24.07.2015	2015 – 2018 (36 months)	1	0	0

<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)	Independent
	2. Mr. Daniel Mark Bradbury	Independent
	3. Mr. Levin M Jeremy	Independent
2. Nomination & Remuneration Committee	1.Ms. Mary Harney (Chairperson)	Independent
	2.Mr. Vijay Kumar Kuchroo	Independent
	3.Mr. Ravi Rasendra Mazumdar	Non- executive
3. Stakeholders Relationship Committee'	1.Mr. Daniel Mark Bradbury (Chairperson)	Independent
	2.Mr. John Russell Fotheringham Walls	Independent
	3.Mr. Ravi Rasendra Mazumdar	Non- executive
4.Corporate Social Responsibility Committee	1.Ms. Mary Harney (Chairperson)	Independent
	2.Mr. Vijay Kumar Kuchroo	Independent
	3.Mr. Ravi Rasendra Mazumdar	Non- executive

**\*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>
October 20, 2015	January 21, 2016	92

<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 – January 21,2016	Yes	Oct 20, 2015	92
Stakeholders Relationship Committee- January 21,2016	Yes	Oct 20, 2015	92

<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	Not Applicable

**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 II**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Not Applicable*	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status(Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b)&amp;25(6)</i>	Yes
<i>Board composition</i>	<i>17(1)</i>	Yes
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes

<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1)&(2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1)&(2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7)&(8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2),(3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5)&(6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1)&(2)	Yes
<i>Meeting of independent directors</i>	25(3)&(4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes

<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2)&amp;26(5)</i>	Yes

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Note: \* Disclosed in Annual report as per Regulation 46(2)f of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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