



**Biocon Limited**  
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Date of Submission: July 28, 2018

To The Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 <b>Scrip Code - 532523</b>	To The Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 <b>Stock Code- Biocon</b>
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Dear Sir/Madam,

**Sub: -** Intimation of the proceedings of 40<sup>th</sup> Annual General Meeting (AGM) and disclosure of voting results.  
**Ref:** Disclosure under Regulation 30 & 44 of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015.

We wish to inform you that the 40<sup>th</sup> Annual General Meeting (AGM) of the Company was held today, i.e., July 27, 2018 at Tyler Jacks Auditorium, Biocon Research Centre, Plot No. 2, Biocon Special Economic Zone, Bommasandra -Jigani Link Road, Bangalore 560 099 and the business mentioned in the Notice dated June 22, 2018 convening the AGM were transacted.

In this regard, please find enclosed the following;

- i) Proceedings of AGM in compliance with the provisions of regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure – I
- ii) Submission of voting results in compliance with the provisions of regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure – II
- iii) Report of Scrutinizer dated July 27, 2018 in compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014 as Annexure – III.

Kindly take on record the same.

Thanking you,

Yours faithfully,  
For BIOCON LIMITED

Akhilesh Nand  
Chief Compliance Officer  
Encl: As above



#### ANNEXURE I

**PROCEEDINGS OF THE FORTIETH ANNUAL GENERAL MEETING (AGM) OF BIOCON LIMITED HELD ON FRIDAY, JULY 27, 2018 AT 3:30 PM AT THE TYLER JACK'S AUDITORIUM, BIOCON PARK, BIOCON SEZ, PLOT NO. 2, BOMMASANDRA JIGANI LINK ROAD, BENGALURU-560 099, KARNATAKA, INDIA.**

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#### SHAREHOLDERS PRESENT:

167 Shareholders were present at the AGM, including 1 proxy and 1 authorised representative

#### DIRECTORS PRESENT:

Ms. Kiran Mazumdar Shaw	Chairperson and Managing Director
Mr. John Shaw	Vice Chairman and Non-Executive Director
Dr. Arun S. Chandavarkar	Joint Managing Director and CEO
Prof. Ravi Mazumdar	Non-Executive, Non independent director
Dr. Jeremy Levin	Independent Director
Mr. Russell Walls	Independent Director (Chairman-Audit & Risk Committee)
Dr. Vijay Kuchroo	Independent Director

#### KEY MANAGERIAL PERSONNEL PRESENT:

Mr. Siddharth Mittal	Chief Financial Officer
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#### BY INVITATION:

Mr. Sampad Guha Thakurtha	Partner, M/s B S R & Co. LLP, Chartered Accountants Statutory Auditor
Mr. V Sreedharan	Partner, M/s V. Sreedharan and Associates Practicing Company Secretary Scrutinizer for e- voting
Mr. M. Damodaran	Partner, M/s M. Damodaran and Associates Practicing Company Secretary Secretarial Auditor
Mr. Bobby Kanubhai Parikh	Appointed as Independent Director at the 40 <sup>th</sup> AGM

The AGM commenced at 3:30 PM (IST) and concluded at 5:30 PM (IST).

At the commencement of the AGM, Shareholders were briefed on safety procedure in case of any emergency.

Ms. Kiran Mazumdar Shaw, Chairperson and Managing Director, welcomed all Shareholders to the 40<sup>th</sup> AGM of the Company and introduced the Directors and Officers on the dias. The Chairperson informed that Mr. Daniel Bradbury, Ms. Mary Harney and Mr. M. Damodaran, Independent Directors of the Company were not able to attend the AGM and have conveyed their greetings. She further informed that Mr. Daniel Bradbury, Chairman of Stakeholders' Relationship Committee had authorised Mr. Russell Walls to attend the AGM on his behalf and Ms. Mary Harney Chairperson of Nomination and Remuneration Committee and Corporate Social Responsibility Committee had authorized Prof. Ravi Mazumdar to attend on her behalf.



The Chairperson having ascertained that the requisite quorum fixed for the AGM was present, declared the AGM to order. The Chairperson informed the Shareholders that the Register of Proxies along with the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents were available for inspection by the Shareholder.

The Chairperson then informed that the Notice of the 40<sup>th</sup> AGM dated June 22, 2018 along with the Annual Reports of the Company for the year ended March 31, 2018 were dispatched to all the Shareholders within the statutory period. With the consent of the Shareholders, the Notice of the 40<sup>th</sup> AGM was taken as read. The Chairperson then informed the Shareholders, that there were 8 Resolutions to be passed at the 40<sup>th</sup> AGM and ordered a poll (Insta poll) on all the 8 Resolutions. She also informed that the poll shall be concluded at the conclusion of the AGM.

The Chairperson thereafter requested Mr. V. Sreedharan, Practising Company Secretary (Membership No. FCS 2347) to act as the scrutinizer for conducting the poll process in a fair and transparent manner and submit his report after conclusion of the poll. The Chairperson then informed the Shareholders that the proceedings of the AGM would be conducted by Mr. Mayank Verma, Company Secretary of a subsidiary Company; Syngene International Limited and requested him to take the Shareholders through the poll process and read out the Auditor's Report.

Mr. Mayank Verma further informed that in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had facilitated remote e-voting facility to all the Shareholders through Karvy Computershare Private Limited to vote on all resolutions proposed to be passed at the 40<sup>th</sup> AGM. He apprised that, the Shareholders of the Company, as on the cut-off date, i.e., July 20, 2018, were eligible to participate in the remote e-voting process and the said e-voting process commenced at 09:00 AM IST on July 23, 2018 and concluded at 5:00 PM IST on July 26, 2018.

He thereafter informed the Shareholders that the Board had appointed Mr. V. Sreedharan, Practicing Company Secretary (Membership No. FCS 2347) as the scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

Mr. Mayank Verma then informed the Shareholders that, as ordered by the Chairperson, the poll would be conducted electronically, to enable the Shareholders of the Company as on the cut-off date i.e. July 20, 2018, who were present in person or through proxy at the 40<sup>th</sup> AGM and who have not exercised their right to vote through remote e-voting process, to cast their votes at the AGM. Mr. Mayank Verma informed that the combined results of e-voting and the poll would be intimated to the Stock Exchanges within 48 hours of conclusion of AGM and the same will be posted on the Company's website and the website of Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited. Thereafter, Mr. Mayank Verma informed that the Statutory Auditor's Report and Secretarial Auditors' Report for the financial year ended March 31, 2018 had no qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company. With the permission of the Shareholders, the Auditors' Report was taken as read. He then requested the Chairperson to address the Shareholders.

The Chairperson then delivered her speech and made a presentation on the Company's operations to the Shareholders. The Chairperson invited the Shareholders to ask queries, if any, on the Resolutions as set out in the Notice dated June 22, 2018 or on the Annual Report for the Financial Year 2017-18.

Clarifications were provided to the queries raised by Shareholders.



The following items of business, as per the Notice of AGM dated June 22, 2018, were transacted at the AGM:

**ORDINARY BUSINESS**

- i) Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the year ended March 31, 2018 and the reports of Board of Directors and Auditors thereon.
- ii) Approval of dividend of Re 1/- per equity share of face value of Rs. 5/- each for the year ended March 31, 2018.
- iii) Re-appointment of Mr. John Shaw (DIN: 00347250), Non-executive Director who retired by rotation and being eligible, offered himself for re-appointment.
- iv) Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditor of the Company to hold office until the conclusion of the Forty-First AGM of the Company.

**SPECIAL BUSINESS**

- v) Re-appointment of Dr. Jeremy Levin as an Independent Director for a term of five years upto the conclusion of 45<sup>th</sup> AGM.
- vi) Re-appointment of Dr. Vijay Kuchroo as an Independent Director for a term of five years upto the conclusion of 45<sup>th</sup> AGM.
- vii) Appointment of Mr. Bobby Kanubhai Parikh as an Independent Director for a term of three years upto the conclusion of 43<sup>rd</sup> AGM.
- viii) Approval of the remuneration of M/s Rao Murthy & Associates, Cost Auditors, of the Company for FY 2018-19.

After all the agendas were duly taken up, the AGM concluded with a vote of thanks to the Chair and the Shareholders.

Yours faithfully,  
For BIOCON LIMITED

A handwritten signature in blue ink, appearing to read "Akhilesh Nand", with a horizontal line underneath.

Akhilesh Nand  
Chief Compliance Officer



**ANNEXURE II**

<b>BIOCON LIMITED</b>								
<b>Date of the AGM/EGM</b>		27-07-2018						
<b>Total number of shareholders on record date</b>		143153						
<b>No. of shareholders present in the meeting either in person or through proxy:</b>								
<b>Promoters and Promoter Group:</b>		5						
<b>Public:</b>		162						
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>								
<b>Promoters and Promoter Group:</b>		Not Applicable						
<b>Public:</b>		Not Applicable						
Resolution No.	1							
Resolution required: (Ordinary/Special)	<b>ORDINARY BUSINESS - To receive, consider and adopt the audited financial statement (including audited consolidated financial statement) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.</b>							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36,40,07,838	36,06,90,948	99.0888	36,06,90,948	0	100.0000	0.0000
	Poll		30,57,648	0.8400	30,57,648	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36,37,48,596	99.9288	36,37,48,596	0	100.0000	0.0000

Public- Institutions	E-Voting	12,64,38,667	10,97,41,687	86.7944	10,97,41,687	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,97,41,687	86.7944	10,97,41,687	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10,95,53,495	3,37,66,914	30.8223	3,37,66,545	369	99.9989	0.0010
	Poll		57,540	0.0525	57,537	3	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,24,454	30.8748	3,38,24,082	372	99.9989	0.0011
	Total	60,00,00,000	50,73,14,737	84.5525	50,73,14,365	372	99.9999	0.0001
Resolution No.	2							
Resolution required: (Ordinary/ Special)	<b>ORDINARY BUSINESS - To declare a dividend of Re.1/- per equity share.</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36,40,07,838	36,06,90,948	99.0888	36,06,90,948	0	100.0000	0.0000
	Poll		30,57,648	0.8400	30,57,648	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36,37,48,596	99.9288	36,37,48,596	0	100.0000	0.0000

Public- Institutions	E-Voting	12,64,38,667	10,97,96,435	86.8377	10,97,96,435	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,97,96,435	86.8377	10,97,96,435	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10,95,53,495	3,37,91,011	30.8443	3,37,90,600	411	99.9987	0.0012
	Poll		57,549	0.0525	57,546	3	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,48,560	30.8968	3,38,48,146	414	99.9988	0.0012
	Total	60,00,00,000	50,73,93,591	84.5656	50,73,93,177	414	99.9999	0.0001
Resolution No.	3							
Resolution required: (Ordinary/ Special)	<b>ORDINARY BUSINESS - To appoint a Director in place of Mr. John Shaw (DIN: 00347250) who retires by rotation and being eligible, offers himself for re-appointment.</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36,40,07,838	36,06,90,948	99.0888	36,06,90,948	0	100.0000	0.0000
	Poll		30,57,648	0.8400	30,57,648	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36,37,48,596	99.9288	36,37,48,596	0	100.0000	0.0000

Public- Institutions	E-Voting	12,64,38,667	10,70,93,289	84.6998	10,67,90,219	3,03,070	99.7170	0.2829
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,70,93,289	84.6998	10,67,90,219	3,03,070	99.7170	0.2830
Public- Non Institutions	E-Voting	10,95,53,495	3,37,91,012	30.8443	3,37,90,398	614	99.9981	0.0018
	Poll		57,549	0.0525	57,546	3	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,48,561	30.8968	3,38,47,944	617	99.9982	0.0018
	Total	60,00,00,000	50,46,90,446	84.1151	50,43,86,759	3,03,687	99.9398	0.0602
Resolution No.	4							
Resolution required: (Ordinary/ Special)	<b>ORDINARY BUSINESS-ORDINARY RESOLUTION - To ratify the appointment of M/s. B S R &amp; Co. LLP as Statutory Auditor</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36,40,07,838	36,06,90,948	99.0888	36,06,90,948	0	100.0000	0.0000
	Poll		30,57,648	0.8400	30,57,648	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36,37,48,596	99.9288	36,37,48,596	0	100.0000	0.0000

Public- Institutions	E-Voting	12,64,38,667	10,97,96,435	86.8377	10,97,96,435	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,97,96,435	86.8377	10,97,96,435	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10,95,53,495	3,37,91,012	30.8443	3,37,90,618	394	99.9988	0.0011
	Poll		57,549	0.0525	57,546	3	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,48,561	30.8968	3,38,48,164	397	99.9988	0.0012
	Total	60,00,00,000	50,73,93,592	84.5656	50,73,93,195	397	99.9999	0.0001
Resolution No.	5							
Resolution required: (Ordinary/Special)	<b>SPECIAL BUSINESS-SPECIAL RESOLUTION - To re-appoint Dr. Jeremy Levin as an Independent Director of the Company</b>							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36,40,07,838	36,06,90,948	99.0888	36,06,90,948	0	100.0000	0.0000
	Poll		30,57,648	0.8400	30,57,648	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36,37,48,596	99.9288	36,37,48,596	0	100.0000	0.0000

Public- Institutions	E-Voting	12,64,38,667	10,62,64,325	84.0442	4,54,03,055	6,08,61,270	42.7265	57.2734
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,62,64,325	84.0442	4,54,03,055	6,08,61,270	42.7265	57.2735
Public- Non Institutions	E-Voting	10,95,53,495	3,37,91,012	30.8443	3,37,90,381	631	99.9981	0.0018
	Poll		57,549	0.0525	57,546	3	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,48,561	30.8968	3,38,47,927	634	99.9981	0.0019
	Total	60,00,00,000	50,38,61,482	83.9769	44,29,99,578	6,08,61,904	87.9209	12.0791
Resolution No.	6							
Resolution required: (Ordinary/ Special)	<b>SPECIAL BUSINESS-SPECIAL RESOLUTION - To re-appoint Dr. Vijay Kuchroo as an Independent Director of the Company</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36,40,07,838	36,06,90,948	99.0888	36,06,90,948	0	100.0000	0.0000
	Poll		30,57,648	0.8400	30,57,648	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36,37,48,596	99.9288	36,37,48,596	0	100.0000	0.0000

Public- Institutions	E-Voting	12,64,38,667	10,62,64,325	84.0442	4,51,11,910	6,11,52,415	42.4525	57.5474
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,62,64,325	84.0442	4,51,11,910	6,11,52,415	42.4525	57.5475
Public- Non Institutions	E-Voting	10,95,53,495	3,37,91,012	30.8443	3,37,66,533	24,479	99.9275	0.0724
	Poll		57,549	0.0525	57,546	3	99.9947	0.0052
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,48,561	30.8968	3,38,24,079	24,482	99.9277	0.0723
	Total	60,00,00,000	50,38,61,482	83.9769	44,26,84,585	6,11,76,897	87.8584	12.1416
Resolution No.	7							
Resolution required: (Ordinary/ Special)	<b>SPECIAL BUSINESS-ORDINARY RESOLUTION - To appoint Mr. Bobby Kanubhai Parikh as an Independent Director of the Company</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36,40,07,838	36,06,90,948	99.0888	36,06,90,948	0	100.0000	0.0000
	Poll		30,57,648	0.8400	30,57,648	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36,37,48,596	99.9288	36,37,48,596	0	100.0000	0.0000

Public- Institutions	E-Voting	12,64,38,667	10,70,93,289	84.6998	10,70,93,289	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,70,93,289	84.6998	10,70,93,289	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10,95,53,495	3,37,91,012	30.8443	3,37,90,481	531	99.9984	0.0015
	Poll		57,549	0.0525	57,536	13	99.9774	0.0225
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,48,561	30.8968	3,38,48,017	544	99.9984	0.0016
	Total	60,00,00,000	50,46,90,446	84.1151	50,46,89,902	544	99.9999	0.0001
Resolution No.	8							
Resolution required: (Ordinary/ Special)	<b>SPECIAL BUSINESS-ORDINARY RESOLUTION - To ratify the remuneration payable to the Cost Auditors for the Financial Year 2018-19</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36,40,07,838	36,06,90,948	99.0888	36,06,90,948	0	100.0000	0.0000
	Poll		30,57,648	0.8400	30,57,648	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		36,37,48,596	99.9288	36,37,48,596	0	100.0000	0.0000

Public- Institutions	E- Voting	12,64,38,6 67	10,97,96, 435	86.8377	10,97,96, 435	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applica ble)		0	0.0000	0	0	0.0000	0.0000
	Total		10,97,96, 435	86.8377	10,97,96, 435	0	100.0000	0.0000
Public- Non Institutions	E- Voting	10,95,53,4 95	3,37,91,0 12	30.8443	3,37,90,2 41	771	99.9977	0.0022
	Poll		57,549	0.0525	57,546	3	99.9947	0.0052
	Postal Ballot (if applica ble)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,48,5 61	30.8968	3,38,47,7 87	774	99.9977	0.0023
	Total	60,00,00,0 00	50,73,93, 592	84.5656	50,73,92, 818	774	99.9998	0.0002



**FORM No. MGT-13**  
**REPORT OF SCRUTINIZER**

[Pursuant to Section 109 of the Companies Act, 2013 and Sub (2) of Rule 21 of the  
Companies (Management and Administration) Rules, 2014]

To,

The Chairperson of the 40<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
"BIOCON LIMITED" held on Friday, July 27, 2018 at the Tyler Jacks Auditorium,  
Biocon Research Centre, Plot no. 2, Biocon Special Economic Zone, Bommasandra-  
Jigani Link Road, Bengaluru - 560099 at 3.30 PM.

Madam,

I, V Sreedharan, Partner of V Sreedharan and Associates, Company Secretaries,  
Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies  
Act, 2013 read with Rule 20 of the Companies (Management and Administration)  
Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015, for the purpose of:



- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system (“Instapoll”) at the Annual General Meeting.

The Management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Fortieth Annual General Meeting of the Equity Shareholders dated June 22, 2018. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer’s Report of the votes cast “in favor” and/or “against” the resolution stated in the notice of the AGM, based on the report generated from the e-voting system and Instapoll provided by Karvy Computershare Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at the General Meeting by Instapoll at the venue of the AGM.

**We submit our report as under:**

**A. Relating to E-Voting:**

1. The remote E-Voting period remained open from 9.00 a.m. Monday, July 23, 2018 up to 5.00 p.m. Thursday, July 26, 2018.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip was sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.



**B. Relating to voting at the AGM:**

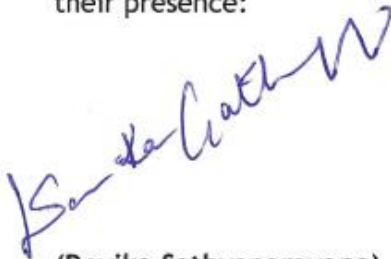
**Instapoll**

After the conclusion of the AGM, the votes cast through Instapoll were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

**C. Result of Remote E-Voting and Instapoll Voting at AGM is as under:**

1. The voting rights were reckoned as on Friday, July 20, 2018 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and instapoll at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 27, 2018 at 5.44 P.M. in the presence of two witnesses, namely Ms. Devika Sathyanarayana residing at 2<sup>nd</sup> Floor, No. 86, Divinity Apartments, 9<sup>th</sup> Main, RPC Layout, Vijayanagar, Bangalore 560104 and Mr. Pradeep B Kulkarni residing at 53/1-A, SPL Sree Theertha Apartment, 4<sup>th</sup> Main, 17<sup>th</sup> Cross, Malleshwaram, Bengaluru 560055, who are not in the employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence:

  
(Devika Sathyanarayana)

  
(Pradeep B. Kulkarni)



3. Thereafter, Karvy Computershare Private Limited provided the details of equity shareholders, who voted “For” and/or “Against” through voting at the Annual General Meeting by electronic means (Instapoll).

4. The combined result of remote e-voting and poll is as under:

**a) RESOLUTION 1**

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.

**(i) Voted in favour of Resolution**

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	369	118	487
Number of votes cast by them	50,41,99,180	31,15,185	50,73,14,365
% of Total Number of valid votes cast	100%	100%	100%



(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	1	1	2
Number of votes cast by them	369	3	372
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

(iii) Invalid Votes - NIL

b) RESOLUTION 2

To declare a dividend of Re.1/- per equity share.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	367	118	485
Number of votes cast by them	50,42,77,983	31,15,194	50,73,93,177
% of Total Number of valid votes cast	100%	100%	100%



(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	4	1	5
Number of votes cast by them	411	3	414
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

(iii) Invalid Votes - NIL

c) RESOLUTION 3

To appoint a Director in place of Mr. John Shaw (DIN: 00347250) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	361	118	479
Number of votes cast by them	50,12,71,565	31,15,194	50,43,86,759
% of Total Number of valid votes cast	99.93%	100%	99.93%



(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	6	1	7
Number of votes cast by them	3,03,684	3	3,03,687
% of Total Number of valid votes cast	0.07%	Negligible	0.07%

(iii) Invalid Votes - NIL

d) RESOLUTION 4

To ratify the appointment of M/s. B S R & Co. LLP as Statutory Auditor.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	369	118	487
Number of votes cast by them	50,42,78,001	31,15,194	50,73,93,195
% of Total Number of valid votes cast	100%	100%	100%



(ii) Voted against the resolution -

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	2	1	3
Number of votes cast by them	394	3	397
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

(iii) Invalid Votes - NIL

e) RESOLUTION 5 (Special Resolution)

To re-appoint Dr. Jeremy Levin as an Independent Director of the Company.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	227	118	345
Number of votes cast by them	43,98,84,384	31,15,194	44,29,99,578
% of Total Number of valid votes cast	87.84%	100%	87.92%



(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	135	1	136
Number of votes cast by them	6,08,61,901	3	6,08,61,904
% of Total Number of valid votes cast	12.16%	Negligible	12.08%

(iii) Invalid Votes - NIL

f) RESOLUTION 6 (Special Resolution)

To re-appoint Dr. Vijay Kuchroo as an Independent Director of the Company.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	223	118	341
Number of votes cast by them	43,95,69,391	31,15,194	44,26,84,585
% of Total Number of valid votes cast	87.78%	100%	87.85%



(ii) Voted against the resolution -

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	137	1	138
Number of votes cast by them	6,11,76,894	3	6,11,76,897
% of Total Number of valid votes cast	12.22%	Negligible	12.15%

(iii) Invalid Votes - NIL

**g) RESOLUTION 7 (Ordinary Resolution)**

To appoint Mr. Bobby Kanubhai Parikh as an Independent Director of the Company.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	361	117	478
Number of votes cast by them	50,15,74,718	31,15,184	50,46,89,902
% of Total Number of valid votes cast	100%	100%	100%



(ii) Voted against the resolution -

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	6	2	8
Number of votes cast by them	531	13	544
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

(iii) Invalid Votes - NIL

**h) RESOLUTION 8 (Ordinary Resolution)**

To ratify the remuneration payable to the Cost Auditors for the Financial Year 2018-19.

(i) Voted in favour of Resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	367	118	485
Number of votes cast by them	50,42,77,624	31,15,194	50,73,92,818
% of Total Number of valid votes cast	100%	100%	100%



(ii) Voted against the resolution

Particulars	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	4	1	5
Number of votes cast by them	771	3	774
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

(iii) Invalid Votes - NIL

5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



(V. Sreedharan)  
Partner  
FCS 2347; CP No. 833

Bengaluru  
July 27, 2018