



Biocon Limited
20th KM, Hosur Road
Electronic City
Bangalore 560 100, India
T: 91 80 2808 2808
F: 91 80 2852 3423

CIN : L24234KA1978PLC003417

www.biocon.com

BIO/SECL/SP/2024-25/182

February 27, 2025

To, The Manager BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To, The Manager National Stock Exchange of India Limited Corporate Communication Department Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050
Scrip Code – 532523	Scrip Symbol – BIOCON

Dear Sir/ Madam,

Sub: Postal Ballot Notice

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed herewith a copy of Postal Ballot Notice dated February 26, 2025, seeking approval of the members for the following matter:

1. To approve material related party transaction(s) between Biocon Biologics UK Limited and Biosimilars Newco Limited, being indirect subsidiaries of the Company.

In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 21, 2025 (“Cut-off date”). Further, communication of assent or dissent by the Members on the item of business set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with relevant Rules made thereunder, and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of KFin Technologies Limited to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

Remote E-Voting Details		
1.	Date and time of commencement of Remote e-voting	Saturday, March 01, 2025 (9:00 AM IST)
2.	Date and time of conclusion of Remote e-voting	Sunday, March 30, 2025 (5:00 PM IST)
3.	Date of declaration of e-voting results	On or before Wednesday, April 02, 2025

Members holding shares in physical / Demat mode and who have not updated their email addresses with the Company / KFin Tech / Depositories are requested to update their email addresses as per the instructions given in the enclosed Notice.

The copy of the said Postal Ballot Notice is being made available on the website of the Company at www.biocon.com.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For **Biocon Limited**

Mayank Verma
Company Secretary and Compliance Officer
Membership No.: ACS 18776

Encl. as above



BIOCON LIMITED

CIN: L24234KA1978PLC003417

Regd. Office: 20th KM, Hosur Road, Electronic City, Bengaluru – 560 100, Karnataka, India

Tel: 080-2808 2808, Fax: 080-2852 3423

Website: www.biocon.com; E-mail: co.secretary@biocon.com

POSTAL BALLOT NOTICE

Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given to the Members of Biocon Limited (“the Company”) pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI), read with General Circulars no. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and other relevant circulars, the latest being General Circular no. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) and pursuant to all other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members of the Company (as of the Cut-off date) through Postal Ballot by way of voting through electronic means (“Remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system. The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolution setting out the material facts concerning the resolution and the reason and rationale thereof is annexed hereto for your consideration.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Rules and Regulation 44 of SEBI Listing Regulations, the Company is offering facility of remote e-voting to all Members to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited (“KFintech”) to provide the Remote E-voting facility to its Members. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Board has appointed Mr. V. Sreedharan (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, (FCS 7260; CP 7835), Practicing Company Secretaries and Partners of M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru, (“the Scrutinizers”) for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.



The remote e-voting period commences from 9:00 a.m. (IST) on Saturday, March 01, 2025 and ends at 5:00 p.m. (IST) on Sunday, March 30, 2025. The e-voting module shall be disabled by KFintech for voting thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before Wednesday, April 02, 2025. The said results would be displayed at the Registered Office of the Company and would also be intimated to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, www.biocon.com and on the website of KFintech, <https://evoting.Kfintech.com>.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be on Sunday, March 30, 2025, viz. last date specified by the Company for e-voting.

ITEM NO. 1 - TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN BIOCON BIOLOGICS UK LIMITED AND BIOSIMILARS NEWCO LIMITED, BEING INDIRECT SUBSIDIARIES OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and the provisions of the Companies Act, 2013 as may be applicable, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and pursuant to the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "**Board**", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise between or for the benefit of two related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Biocon Biologics UK Limited and Biosimilars Newco Limited, being indirect subsidiaries of the Company, w.r.t. transfer / sale of business (together with identified assets and liabilities) as a going concern from Biocon Biologics UK Limited to Biosimilars Newco Limited, for the purpose of business consolidation in terms of the explanatory statement to this resolution, with effect from such date and on such terms and conditions, and for such consideration (subject to adjustments) as may be agreed between the related parties, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at arm's length and in the ordinary course of business by the related parties of the Company;

RESOLVED FURTHER THAT the Board and/or the Board of Directors (including any duly constituted committee thereof) of the respective subsidiaries be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid transactions and to negotiate, finalise, execute, amend and vary business transfer agreements and / or any other transaction documents, agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent



or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company (as applicable) or the concerned subsidiary (as the board of directors or a duly constituted committee thereof of such subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For Biocon Limited

Place: Bengaluru
Date: February 26, 2025

Sd/-
Mayank Verma
Company Secretary
Membership No: ACS 18776

Registered Office:

Biocon Limited

Biocon Campus, 20th KM,
Hosur Road, Electronic City,
Bengaluru – 560 100, Karnataka, India
CIN: L24234KA1978PLC003417
Tel: 080-2808 2808, Fax: 080-2852 3423
Website: www.biocon.com

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act setting out the material facts pertaining to the resolution is annexed hereto and forms part of this postal ballot notice.
2. In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 21, 2025 (“Cut-off date”). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.
3. Members who have not registered their email IDs, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, Members are requested to register / update their email IDs with the Company / RTA by submitting Form ISR-1 (available on the website of the Company at www.biocon.com) duly filled and signed along with requisite supporting documents to evoting@kfintech.com or co.secretary@biocon.com or at KFin Technologies Limited (Unit: Biocon Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad



- 500 032 for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.

4. Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.biocon.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>.
5. Pursuant to Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the facility of remote e-voting to all the Members as per applicable Regulations relating to e-voting. The Company has engaged the services of KFin Technologies Limited ("Kfintech") to provide e-voting facility to its Members. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, February 21, 2025 ("Cut-off date"). Members whose name appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will only be considered for the purpose of e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting period commences at 9:00 a.m. (IST) on Saturday, March 01, 2025 and ends at 5:00 p.m. (IST) on Sunday, March 30, 2025.
7. During the voting period, Members can login to Kfintech's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
8. A Member need not use all his / her / its votes, nor does he / she / it need to cast all his / her / its votes in the same way.
9. The manner of voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under "INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING" in this Notice. Members are requested to read the same carefully.
10. The Scrutinizer will submit his/ her report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-voting, and the result of the voting will be announced by the Chairperson or any person duly authorized, on or before Wednesday, April 02, 2025 and will also be displayed on the website of the Company i.e. www.biocon.com besides being communicated to the Stock Exchanges, and Registrar and Share Transfer Agents.
11. Resolution passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date specified e-voting i.e. Sunday, March 30, 2025.
12. All the material documents referred to in the explanatory statement will be available electronically for inspection without any fees by the Members. The said documents will also be available for



inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Sunday, March 30, 2025.

13. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. In view of the same, physical Shareholders are requested to submit their PAN, full KYC details and Nomination details in prescribed Form at the earliest. Physical Shareholders are requested to dematerialise their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transfer/ transmissions requests shall be processed in dematerialised mode only. Request for dematerialization can be submitted to KFintech, RTA of the Company. In compliance with SEBI Master Circular dated May 07, 2024, the Company has disseminated the requirements to be complied with by holders of physical securities on its website www.biocon.com. Accordingly, shareholders are requested to comply with the same.



EXPLANATORY STATEMENT

PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to Item No. 1 mentioned in the accompanying Notice.

Brief about the companies involved in the transactions:

ITEM NO. 1:

Biocon Biologics Limited, India

Biocon Biologics Limited ("**BBL**" / "**Biocon Biologics**"), is an unlisted material subsidiary of the Biocon Limited ("the Company") incorporated in India. BBL is a fully integrated global biosimilars organization. It is leveraging cutting-edge science, innovative tech platforms and advanced research & development capabilities to lower costs of biologics therapies while improving healthcare outcomes. It has a strong research pipeline of biosimilar molecules across diabetes, oncology, immunology and other non-communicable diseases. Nine molecules in Biocon Biologics' portfolio have been approved in global markets such as U.S., EU, Australia, Canada, Japan and key Emerging Markets with several more in its research pipeline. It has many firsts to its credit including U.S. FDA approval of the first interchangeable biosimilar, awarded to its biosimilar Insulin Glargine U100, which has been commercialized in the U.S. since 2021 and most recently then first biosimilar Aflibercept to be approved by the U.S. FDA. With a team of ~5,500 people, BBL is committed to transforming healthcare and transforming lives by enabling affordable access to millions of patients' worldwide.

Biocon Biologics UK Limited, United Kingdom

Biocon Biologics UK Limited, (formerly known as Biocon Biologics Limited) ("**BBUK**") which was incorporated in the United Kingdom in March, 2016 is a wholly owned subsidiary of BBL and is a step-down material subsidiary of the Company. BBUK is engaged in development and commercialization of monoclonal antibody portfolio. Currently, BBUK is engaged in commercialization of biosimilar Trastuzumab, Pegfilgrastim, Bevacizumab launched in key Emerging Markets.

Biosimilars Newco Limited, United Kingdom

Biosimilars Newco Limited ("**BNCL**"), a company incorporated in the United Kingdom, is a subsidiary of BBL and is a step-down material subsidiary of the Company, wherein BBL holds 68.4% and BBUK holds 31.6% of the share capital of BNCL. BNCL was acquired from Mylan Inc., a Pennsylvania corporation and wholly owned subsidiary of Viatris Inc. on November 29, 2022, as part of acquisition of Viatris' Biosimilar business. BNCL undertakes biosimilar businesses, i.e. w.r.t. Trastuzumab, Bevacizumab, Pegfilgrastim, Glargine U100, Aspart, Pertuzumab and Glargine U300 across the globe.

(The aforesaid entities are together referred to as the '**Biocon Biologics Group**').

Background, details and benefits of the proposed transaction.

It is proposed to consolidate the entity structure of Biocon Biologics Group in the United Kingdom (UK) by consolidating the business of BBUK into one single entity in the UK i.e., Biosimilars Newco Limited ("**BNCL**"), a company incorporated in the United Kingdom (bearing Registration Number 14259834).



BBUK and BNCL are indirect material subsidiaries of the Company. This would entail the transfer of business operations along with identified assets and liabilities (*other than inter-alia investments*) from BBUK to BNCL. Such business consolidation will help demarcate the risk between business operations and investments, facilitate ease of operations and strengthen the governance.

Subject to receipt of approval of Members of the Company vide this Postal Ballot, BBUK's business operations along with identified assets and liabilities (*other than inter-alia investments*) will be transferred to BNCL on the effective date i.e. April 01, 2025.

Statutory provisions for Item No. 1:

Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**") provides that all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of SEBI Listing Regulations defines "related party transaction" to mean a transaction involving a transfer of resources, services or obligations between:

- (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, or
- (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries,

regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

The Members may note that the Company had at its 46th Annual General Meeting held on August 09, 2024 approved related party transactions between BBUK and BNCL for an amount not exceeding INR 1,527 crores (Rupees One Thousand Five Hundred and Twenty Seven crores) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for the following category of transactions.

- Sale, Purchase, Supply of goods /materials
- Availing / rendering of services
- Corporate guarantee commission
- Other recurring transactions for furtherance of business.

The aforesaid approval is valid for the period commencing from the date of the 46th AGM of the Company i.e. August 09, 2024 till the date of the 47th AGM of the Company to be held in the year 2025.

However, as the above category of transactions did not include transfer of business operations between BBUK and BNCL, and the value of such proposed business transfer, along with the other



transactions between BBUK and BNCL is expected to exceed Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, consent of the Members is being sought through this postal ballot for the transaction by way of an ordinary resolution mentioned at Item No. 1.

The Audit Committee of the Company consisting only of Independent Directors, and the Board of Directors, have, based on relevant details provided by the management, at their respective meetings held on January 30, 2025, reviewed and approved the said transaction(s), while noting that such transaction(s) shall be on arms' length basis and are in accordance with Related Party Transactions Policy of the Company.

The Board accordingly recommends the resolution set out at Item No. 1 of this Notice for approval of the Members by way of an ordinary resolution.

Save and except the following Directors (who are also Directors and / or shareholders of the companies involved in the transaction) and their relatives, none of the other Director(s) / Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

- Ms. Kiran Mazumdar Shaw and Mr. Eric Vivek Mazumdar are interested in resolution no. 1 in their capacity as relatives of Director of the subsidiaries involved in the transaction.
- Prof. Ravi Rasendra Mazumdar is interested in resolution no. 1 in his capacity as Director / relative of Director of the subsidiaries involved in the transaction.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("**SEBI Circular**") are set forth in "**Annexure 1**".

By Order of the Board of Directors
For Biocon Limited
Sd/-
Mayank Verma
Company Secretary
Membership No: ACS 18776

Place: Bengaluru
Date: February 26, 2025

Registered Office:
Biocon Limited
Biocon Campus, 20th KM,
Hosur Road, Electronic City,
Bengaluru – 560 100, Karnataka, India
CIN: L24234KA1978PLC003417
Tel: 080-2808 2808, Fax: 080-2852 3423
Website: www.biocon.com

ANNEXURE 1

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS ENTERED / TO BE ENTERED BETWEEN THE SUBSIDIARIES OF BIOCON LIMITED IN TERMS OF THE SEBI CIRCULAR DATED NOVEMBER 22, 2021.

S. No.	Particulars	Resolution at Item No. 1
A.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Biocon Biologics UK Limited ('BBUK') (Company Number: 10038295) is a wholly-owned subsidiary of BBL, and an indirect material subsidiary of the Company.</p> <p>Biosimilars Newco Limited ('BNCL') (Company number: 14259834) is a wholly-owned subsidiary of BBL, and indirect material subsidiary of the Company.</p>
B.	Name of Director(s) or Key Managerial Personnel who is related, if any	<ol style="list-style-type: none"> 1. Kiran Mazumdar Shaw 2. Ravi Rasendra Mazumdar 3. Eric Vivek Mazumdar
C.	Type, material terms and particulars of transaction	The transactions involve sale or transfer of business including but not limited to identified assets and liabilities (excluding <i>inter alia</i> investments) from BBUK to BNCL.
	Tenure	<p>One time business transfer. The business transfer agreement is expected to be executed on or before March 31, 2025 and will be effective from April 01, 2025 subject to the approval of the Members of the Company and customary conditions precedent.</p> <p>The business transfer is expected to be completed during the course of FY 2025-26.</p>
	Material Terms	The transfer of business including but not limited to all assets, liabilities, intellectual property and related contracts (but excluding <i>inter alia</i> investments) of BBUK as a going concern to BNCL and the execution of agreement(s) in respect thereof.
	Value of the transaction	Not exceeding USD 100 million (~Rs. 862 crores).
D.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The cumulative value of the proposed transactions represents:</p> <ol style="list-style-type: none"> 1. 48% of the annual standalone turnover of BBUK for the FY ended March 31, 2024; 2. 20% of the annual standalone turnover of BNCL for the FY ended March 31, 2024.

E.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.
i.	Details of the source of funds in connection with the proposed transaction	-
ii.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	-
iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	-
iv.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	-
F.	Justification as to why the RPT is in the interest of the listed entity	Please refer to “Background, details and benefits of the proposed transactions” which forms part of the explanatory statement to the resolution.
G.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable.
H.	Percentage of the counter-party’s annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable.
I.	Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.



INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING

I. Remote e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing e-voting facility through KFin Technologies Limited ('KFintech') on the resolutions set forth in this Postal Ballot Notice, to Members holding shares as Friday, February 21, 2025, being the cut-off date fixed for determining eligible Members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she /it is already registered with KFintech for remote e-Voting then he/ she/ it can use his/ her/ its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Login method for Individual shareholders holding securities in demat mode is given below:

Individual shareholders holding securities in demat mode with NSDL	Individual shareholders holding securities in demat mode with CDSL
1. User already registered for IDeAS facility: <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". Click on company name or e-Voting service provider (i.e. KFintech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 	1. Existing user who have opted for Easi / Easiest: <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com Click on New System Myeasi. Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services:	2. User not registered for Easi/ Easiest:

Individual shareholders holding securities in demat mode with NSDL	Individual shareholders holding securities in demat mode with CDSL
<p>I. To register click on link: https://eservices.nsdl.com.</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to KFintech e-Voting website for casting your vote during the remote e-Voting period.</p>	<p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Post registration is completed, follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</p> <p>V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants.

- I. You can also login using the login credentials of your demat account through your demat accounts / websites of Depository Participants registered with NSDL /CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites of Depositories / Depository Participants.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022-2499 7000.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call the tollfree number 1800 22 55 33.

Step 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8696 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the EVEN i.e. 8696 for Biocon Limited and click on "Submit".
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.



- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id compliance@sreedharancs.com with a copy marked to evoting@kfintech.com and co.secretary@biocon.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No." The documents should reach the Scrutinizer on or before 5:00 pm on Sunday, March 30, 2025.
- B. Members whose email IDs are not registered with the Company/ Depository Participants(s), will have to follow the following process:
- i. Members holding shares in physical mode and who have not registered their email address and in consequence the Postal Ballot Notice cannot be serviced, are requested to register / update their email IDs with the Company / RTA by submitting Form ISR-1 (available on the website of the Company at www.biocon.com) duly filled and signed along with requisite supporting documents. Members may also send email to einward.ris@kfintech.com mentioning their folio number to receive soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, Member may write to einward.ris@kfintech.com / co.secretary@biocon.com.
 - ii. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat account.
 - iii. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.
 - iv. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

II. OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Suresh Babu, (Unit: Biocon Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



- c. The remote e-voting period commences on Saturday, March 01, 2025 (9:00 AM IST) and ends on Sunday, March 30, 2025 (5:00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 21, 2025, may cast their votes electronically. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Members, the Members shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, February 21, 2025.
- e. Any Member who has forgotten the User ID and Password, may obtain/ generate/ retrieve the same from Kfintech in the manner as mentioned below:
 - i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: **MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 - Example for NSDL:** MYEPWD <SPACE> IN12345612345678
 - Example for CDSL:** MYEPWD <SPACE> 1402345612345678
 - Example for Physical:** MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Kfintech toll free number 1800-309-4001 for any assistance.
 - iv. Member may send an e-mail request to evoting@kfintech.com.

The Board has appointed Mr. V. Sreedharan, (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, (FCS 7260; CP 7835), Practicing Company Secretaries and Partners of M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru, (“the Scrutinizers”) for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Scrutinizer’s shall submit a Report after the completion of scrutiny of votes cast through e-voting. The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be Sunday, March 30, 2025, viz. last date specified by the Company e-voting.

The results of the e-voting along with the scrutinizer’s report shall be communicated on or before Wednesday, April 02, 2025 to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company’s website www.biocon.com and on the website of Kfintech (<https://evoting.kfintech.com>) immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson.
