



**Biocon Limited**  
20th KM Hosur Road  
Electronics City  
Bangalore 560 100, India  
T 91 80 2808 2808  
F 91 80 2852 3423  
CIN : L24234KA1978PLC003417

July 27, 2019

[www.biocon.com](http://www.biocon.com)

To The Secretary <b>BSE Limited</b> Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <b>Scrip Code - 532523</b>	To The Secretary <b>National Stock Exchange of India Limited</b> Corporate Communication Department Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 <b>Scrip Symbol- BIOCON</b>
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**Sub: Voting results and Proceedings of the 41st Annual General Meeting ('AGM') of Biocon Limited ('the Company')**

Dear Sir/Madam,

We wish to inform you that the 41st AGM of the Company was held at 3:30 PM at Sathya Sai Samskruta Sadanam, No. 20, Hosur Main Road, CL Layout, Bengaluru, Karnataka- 560 029, to transact the business as stated in the Notice dated April 25, 2019.

In this regards, please find attached the following:

1. Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations;
2. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
3. Summary of the proceedings of the AGM pursuant to Regulation 30 read with Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The voting results along with Scrutinizer's Report are also available on the Company's website at [www.biocon.com](http://www.biocon.com) and also on the website of Registrar and Share Transfer Agents ("RTA") of the Company at [www.Karvy.com](http://www.Karvy.com).

Further, please take on record that the tenure of Mr. Russell Walls (DIN: 03528496) as an Independent Director has come to an end at the conclusion of 41<sup>st</sup> AGM held on July 26, 2019.

Request you to kindly take this intimation on record and acknowledge.

Thanking You,

Yours faithfully

For Biocon Limited

**Mayank Verma**  
**Company Secretary and Compliance Officer**  
Enclosed: As above



Name of the Company	Biocon Limited
Date of the AGM/EGM	July 26, 2019
Total number of shareholders on record date	2,03,840
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	228
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1	ORDINARY - To receive, consider and adopt the Audited Financial Statement including Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon.							
Resolution required: (Ordinary/ Special)									
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		72,13,81,896	99.16	72,13,81,896	0	100.00	0.00	
	Poll		45,90,084	0.63	45,90,084	0	100.00	0.00	
	Postal Ballot (if applicable)	72,74,97,192	0	0.00	0	0	0.00	0.00	
	Total		72,59,71,980	99.79	72,59,71,980	0	100.00	0.00	
Public- Institutions	E-Voting		20,94,47,241	83.66	20,94,47,241	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	25,03,48,965	0	0.00	0	0	0.00	0.00	
	Total		20,94,47,241	83.66	20,94,47,241	0	100.00	0.00	
Public- Non Institutions	E-Voting		1,44,22,115	6.49	1,44,21,887	228	100.00	0.00	
	Poll		1,00,69,636	4.53	1,00,69,636	0	100.00	0.00	
	Postal Ballot (if applicable)	22,21,53,843	0	0.00	0	0	0.00	0.00	
	Total		2,44,91,751	11.0246	2,44,91,523	228	100.00	0.00	
	Total	1,20,00,00,000	95,99,10,972	79.99	95,99,10,744	228	100.00	0.00	



Resolution No.	2	ORDINARY - To declare a final dividend of Rs 1- per equity share Pre Bonus Issue.									
Resolution required: (Ordinary/ Special)											
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		72,13,81,896	99.16	72,13,81,896	0	100.00	0.00			
	Poll		45,90,084	0.63	45,90,084	0	100.00	0.00			
	Postal Ballot (if applicable)	72,74,97,192		0	0.00	0	0.00	0.00			
	Total		72,59,71,980	99.79	72,59,71,980	0	100.00	0.00			
Public- Institutions	E-Voting		20,95,78,671	83.71	20,95,78,671	0	100.00	0.00			
	Poll	25,03,48,965		0	0.00	0	0.00	0.00			
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00			
	Total		20,95,78,671	83.71	20,95,78,671	0	100.00	0.00			
Public- Non Institutions	E-Voting		1,44,22,271	6.49	1,44,21,739	532	100.00	0.00			
	Poll		1,00,69,636	4.53	1,00,69,636	0	100.00	0.00			
	Postal Ballot (if applicable)	22,21,53,843		0	0.00	0	0.00	0.00			
	Total		2,44,91,907	11.0247	2,44,91,375	532	100.00	0.00			
	Total	1,20,00,00,000	96,00,42,558	80.00	96,00,42,026	532	100.00	0.00			

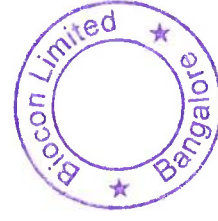


Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Prof. Ravi Rasendra Mazumdar DIN 00347250 who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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		72,13,81,896	99.16	72,13,81,896	0	100.00	0.00		
	Poll		45,90,084	0.63	45,90,084	0	100.00	0.00		
	Postal Ballot (if applicable)	72,74,97,192	0	0.00	0	0	0.00	0.00		
	Total		72,59,71,980	99.79	72,59,71,980	0	100.00	0.00		
Public- Institutions	E-Voting		20,95,78,671	83.71	20,71,76,440	24,02,231	98.85	1.15		
	Poll	25,03,48,965	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00		
	Total		20,95,78,671	83.71	20,71,76,440	24,02,231	98.85	1.15		
Public- Non Institutions	E-Voting		1,44,21,567	6.49	1,44,21,263	304	100.00	0.00		
	Poll		1,00,69,636	4.53	1,00,69,636	0	100.00	0.00		
	Postal Ballot (if applicable)	22,21,53,843	0	0.00	0	0	0.00	0.00		
	Total		2,44,91,203	11.0244	2,44,90,899	304	100.00	0.00		
	Total	1,20,00,00,000	96,00,41,854	80.00	95,76,39,319	24,02,535	99.75	0.25		





Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Dr. Arun Suresh Chandavarkar DIN 01596180 as CEO Joint Managing Director of the Company.									
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		72,13,81,896	99.16	72,13,81,896	0	100.00	0.00		
	Poll		45,90,084	0.63	45,90,084	0	100.00	0.00		
	Postal Ballot (if applicable)	72,74,97,192	0	0.00	0	0	0.00	0.00		
	Total		72,59,71,980	99.79	72,59,71,980	0	100.00	0.00		
Public- Institutions	E-Voting		20,95,78,671	83.71	20,95,78,671	0	100.00	0.00		
	Poll	25,03,48,965	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00		
	Total		20,95,78,671	83.71	20,95,78,671	0	100.00	0.00		
Public- Non Institutions	E-Voting		1,44,24,159	6.49	1,44,23,077	1,082	99.99	0.01		
	Poll		1,00,69,636	4.53	1,00,69,636	0	100.00	0.00		
	Postal Ballot (if applicable)	22,21,53,843	0	0.00	0	0	0.00	0.00		
	Total		2,44,93,795	11.0256	2,44,92,713	1,082	100.00	0.00		
	Total	1,20,00,00,000	96,00,44,446	80.00	96,00,43,364	1,082	100.00	0.00		



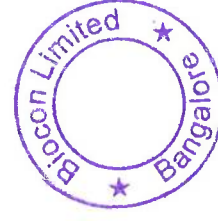
Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Meleveetil Damodaran DIN 02106990 as an Independent Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of 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		72,13,81,896	99.16	72,13,81,896	0	100.00	0.00		
	Poll		45,90,084	0.63	45,90,084	0	100.00	0.00		
	Postal Ballot (if applicable)	72,74,97,192	0	0.00	0	0	0.00	0.00		
	Total		72,59,71,980	99.79	72,59,71,980	0	100.00	0.00		
Public- Institutions	E-Voting		20,95,78,671	83.71	20,30,96,292	64,82,379	96.91	3.09		
	Poll	25,03,48,965	0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00		
	Total		20,95,78,671	83.71	20,30,96,292	64,82,379	96.91	3.09		
Public- Non Institutions	E-Voting		1,44,22,031	6.49	1,44,20,251	1,780	99.99	0.01		
	Poll		1,00,69,636	4.53	1,00,69,636	0	100.00	0.00		
	Postal Ballot (if applicable)	22,21,53,843	0	0.00	0	0	0.00	0.00		
	Total		2,44,91,667	11.0246	2,44,89,887	1,780	99.99	0.01		
	Total	1,20,00,00,000	96,00,42,318	80.00	95,35,58,159	64,84,159	99.32	0.68		



Resolution No.	6								
ORDINARY - To ratify the remuneration payable to the Cost Auditors for the Financial Year 2019-20.									
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		72,13,81,896	99.16	72,13,81,896	0	100.00	0.00	
	Poll		45,90,084	0.63	45,90,084	0	100.00	0.00	
	Postal Ballot (if applicable)	72,74,97,192	0	0.00	0	0	0.00	0.00	
	Total		72,59,71,980	99.79	72,59,71,980	0	100.00	0.00	
Public- Institutions	E-Voting		20,95,78,671	83.71	20,95,78,671	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	25,03,48,965	0	0.00	0	0	0.00	0.00	
	Total		20,95,78,671	83.71	20,95,78,671	0	100.00	0.00	
Public- Non Institutions	E-Voting		1,44,22,171	6.49	1,44,21,257	914	99.99	0.01	
	Poll		1,00,69,636	4.53	1,00,69,636	0	100.00	0.00	
	Postal Ballot (if applicable)	22,21,53,843	0	0.00	0	0	0.00	0.00	
	Total		2,44,91,807	11.0247	2,44,90,893	914	100.00	0.00	
	Total	1,20,00,00,000	96,00,42,458	80.00	96,00,41,544	914	100.00	0.00	

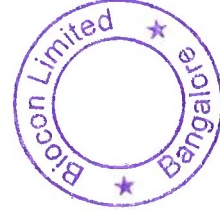


Resolution No.	7	SPECIAL - Variation in terms of the Employees Stock Option Plan 2000 for Ms. Christiane Hamacher									
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (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		72,13,81,896	99.16	72,13,81,896	0	100.00	0.00			
	Poll		45,90,084	0.63	45,90,084	0	100.00	0.00			
	Postal Ballot (if applicable)	72,74,97,192	0	0.00	0	0	0.00	0.00			
	Total		72,59,71,980	99.79	72,59,71,980	0	100.00	0.00			
Public- Institutions	E-Voting		19,91,58,231	79.55	8,82,25,450	11,09,32,781	44.30	55.70			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot (if applicable)	25,03,48,965	0	0.00	0	0	0.00	0.00			
	Total		19,91,58,231	79.55	8,82,25,450	11,09,32,781	44.30	55.70			
Public- Non Institutions	E-Voting		1,44,21,289	6.49	1,44,18,857	2,432	99.98	0.02			
	Poll		1,00,69,636	4.53	1,00,69,636	0	100.00	0.00			
	Postal Ballot (if applicable)	22,21,53,843	0	0.00	0	0	0.00	0.00			
	Total		2,44,90,925	11.0243	2,44,88,493	2,432	99.99	0.01			
	Total	1,20,00,00,000	94,96,21,136	79.14	83,86,85,923	11,09,35,213	88.32	11.68			





Resolution No.	8								
Resolution required: (Ordinary/ Special)	ORDINARY - Discontinuation of grant of options under Grant IX and Grant X of the Employees Stock Option Plan 2000.								
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		72,13,81,896	99.16	72,13,81,896	0	100.00	0.00	
	Poll		45,90,084	0.63	45,90,084	0	100.00	0.00	
	Postal Ballot (if applicable)	72,74,97,192	0	0.00	0	0	0.00	0.00	
	Total		72,59,71,980	99.79	72,59,71,980	0	100.00	0.00	
Public- Institutions	E-Voting		20,95,78,671	83.71	20,95,78,561	110	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	25,03,48,965	0	0.00	0	0	0.00	0.00	
	Total		20,95,78,671	83.71	20,95,78,561	110	100.00	0.00	
Public- Non Institutions	E-Voting		1,44,21,379	6.49	1,44,19,775	1,604	99.99	0.01	
	Poll		1,00,69,636	4.53	1,00,69,636	0	100.00	0.00	
	Postal Ballot (if applicable)	22,21,53,843	0	0.00	0	0	0.00	0.00	
	Total		2,44,91,015	11.0243	2,44,89,411	1,604	99.99	0.01	
	Total	1,20,00,00,000	96,00,41,666	80.00	96,00,39,952	1,714	100.00	0.00	





**Form No. MGT-13**

**REPORT OF SCRUTINIZER**

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

To,

The Chairperson of the Forty First Annual General Meeting of the Equity  
Shareholders of “**Biocon Limited**” held on Friday, July 26, 2019 at Sathya Sai  
Samskruta Sadanam, No. 20, Hosur Main Road, CL Layout, Bengaluru - 560 029 at  
3.30 p.m.

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 Forty First Annual General Meeting of the Equity Shareholders dated Thursday, 25<sup>th</sup> April 2019. 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 Fintech Private Limited, the Agency Authorized 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. Sunday, July 21, 2019 up to 5.00 p.m. Thursday, July 25, 2019.
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.

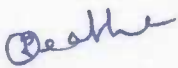


**C. Result of Remote E-Voting and Instapoll Voting at AGM is as under:**

1. The voting rights were reckoned as on Friday, July 19, 2019 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 26, 2019 at 5.40 P.M. in the presence of two witnesses, namely Mr. Pradeep B. Kulkarni residing at 53/10-D1, SPL Sree Theertha Apartment, 4<sup>th</sup> Main, 17<sup>th</sup> Cross, Malleshwaram, Bengaluru 560055 and Mr. Prasanna P Sathe residing at H.No. 17/19, 6<sup>th</sup> Cross, 3<sup>rd</sup> Main, Opp. Sheshmaha Ganapati Temple, Hanumanthnagar, Bengaluru 560019, who are not in the employment of the Company.

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

  
(Pradeep B. Kulkarni)

  
(Prasanna P Sathe)

3. Thereafter, Karvy Fintech 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 Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended March 31, 2019, together with 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)	384	156	540
Number of votes cast by them	94,52,51,024	1,46,59,720	95,99,10,744
% 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)	5	0	5
Number of votes cast by them	228	0	228
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL



**b) RESOLUTION 2**

To declare a final dividend of Re.1/- per equity share (Pre-Bonus Issue).

**(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)	386	156	542
Number of votes cast by them	94,53,82,306	1,46,59,720	96,00,42,026
% 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	0	6
Number of votes cast by them	532	0	532
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL





**c) RESOLUTION 3**

To appoint a Director in place of Prof. Ravi Mazumdar (DIN: 00109213) 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)	366	156	522
Number of votes cast by them	94,29,79,599	1,46,59,720	95,76,39,319
% of Total Number of valid votes cast	99.75	100	99.75



(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)	22	0	22
Number of votes cast by them	24,02,535	0	24,02,535
% of Total Number of valid votes cast	0.25	0	0.25

(iii) Invalid Votes - NIL



**d) RESOLUTION 4**

Re-appointment of Dr. Arun Suresh Chandavarkar (DIN: 01596180) as  
CEO and Joint Managing 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)	381	156	537
Number of votes cast by them	94,53,83,644	1,46,59,720	96,00,43,364
% 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)	9	0	9
Number of votes cast by them	1,082	0	1,082
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL





(iv) **RESOLUTION 5**

Re-appointment of Mr. Meleveetil Damodaran (DIN: 02106990) 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)	347	156	503
Number of votes cast by them	93,88,98,439	1,46,59,720	95,35,58,159
% of Total Number of valid votes cast	99.31	100	99.32



(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)	42	0	42
Number of votes cast by them	64,84,159	0	64,84,159
% of Total Number of valid votes cast	0.69	0	0.68

(iii) Invalid Votes - NIL



**(v) RESOLUTION 6**

To ratify the payment of remuneration to the Cost Auditors for the Financial Year 2019-20.

**(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)	381	156	537
Number of votes cast by them	94,53,81,824	1,46,59,720	96,00,41,544
% 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)	10	0	10
Number of votes cast by them	914	0	914
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL





(vi) **RESOLUTION 7**

Variation in terms of the Employees Stock Option Plan 2000

(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)	217	156	373
Number of votes cast by them	82,40,26,203	1,46,59,720	83,86,85,923
% of Total Number of valid votes cast	88.13	100	88.32



(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)	168	0	168
Number of votes cast by them	11,09,35,213	0	11,09,35,213
% of Total Number of valid votes cast	11.87	0	11.68

(iii) Invalid Votes - NIL



**(vii) RESOLUTION 8**

Discontinuation of grant of options under Grant IX and Grant X of the Employees Stock Option Plan 2000.

**(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)	377	156	533
Number of votes cast by them	94,53,80,232	1,46,59,720	96,00,39,952
% 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)	12	0	12
Number of votes cast by them	1,714	0	1,714
% of Total Number of valid votes cast	0	0	0

(iii) Invalid Votes - NIL

5. A list of Equity shareholders who voted "FOR" or "AGAINST" the resolutions (Both through Remote E-voting and Instapoll at the AGM) has been handed over to the Company Secretary.

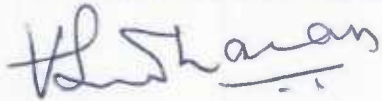


6. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



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



Bengaluru  
July 26, 2019

**PROCEEDINGS OF THE 41<sup>st</sup> ANNUAL GENERAL MEETING OF BIOCON LIMITED HELD ON JULY 26, 2019 AT 3:30 PM AT SATHYA SAI SAMSKRUTA SADANAM, NO. 20, HOSUR MAIN ROAD, CL LAYOUT, BENGALURU, KARNATAKA- 560 029, INDIA.**

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**MEMBERS' PRESENT**

232 Members were present at the meeting.

**DIRECTORS PRESENT:**

Dr. Kiran Mazumdar Shaw	: Chairperson and Managing Director
Dr. Arun Suresh Chandavarkar	: CEO and Joint Managing Director
Mr. John Shaw	: Vice-Chairperson and Non-Executive Director
Mr. Ravi Rasendra Mazumdar	: Non-Executive Director
Ms. Mary Harney	: Independent Director (Chairperson - Nomination & Remuneration Committee and Corporate Social Responsibility Committee)
Dr. Vijay Kuchroo	: Independent Director
Mr. Meleveetil Damodaran	: Independent Director
Mr. Bobby Parikh	: Independent Director, representing Audit Committee and Stakeholder Relationship Committee

**KEY MANAGERIAL PERSONNEL:**

Mr. Siddharth Mittal	: Chief Financial Officer
Mr. Mayank Verma	: Company Secretary

**BY INVITATION:**

Mr. Sampath Guha Thakurtha	: Partner, B S R & Co. LLP, Chartered Accountants Statutory Auditors
Mr. Pradeep B Kulkarni	: Partner, V Sreedharan & Associates, Company Secretaries Secretarial Auditors
Mr. V Sreedharan	: Scrutinizer for e- voting Practicing Company Secretary

At the commencement of the meeting, members were briefed on safety procedure to be followed in case of any exigency.

Ms. Kiran Mazumdar Shaw, Chairperson and Managing Director, welcomed all members at 41<sup>st</sup> AGM of the Company and introduced the Directors and Key Managerial Personnel present on the dais. The Chairperson further informed that Mr. Daniel Bradbury, Mr. Jeremy Levin and Mr. Russell Walls, Independent Directors of the Company were not able to attend the meeting due to prior commitment.



The Chairperson after ascertaining the presence of the requisite quorum, called the meeting to order. The Chairperson informed the members that the register of proxy along with the other statutory registers and relevant documents were available for inspection.

The Chairperson informed that the Notice of the 41<sup>st</sup> AGM along with the copies of the audited accounts for the year ended March 31, 2019 together with the Directors' and Auditors' report were dispatched to all the members within the statutory time period. With the consent of the members, the Notice of the 41<sup>st</sup> AGM was taken as read. The Chairperson then informed the members, that there were 8 resolutions to be passed at the 41<sup>st</sup> AGM and ordered a poll (Insta poll) on all the 8 resolutions. She also informed that the poll shall be concluded at the closure of the meeting.

The Chairperson requested Mr. V. Sreedharan, Practicing Company Secretary (Membership No. FCS 2347) appointed as the scrutinizer to conduct the poll process in a fair and transparent manner and submit the scrutinizer's report.

Subsequently, Mr. Mayank Verma, Company Secretary informed members that in compliances 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 members through Karvy Fintech Private Limited to vote on all resolutions proposed to be passed at the 41<sup>st</sup> AGM. He appraised that, the members of the Company, as on the cut-off date, i.e., July 19, 2019, were eligible to participate in the remote e-voting process and the said e-voting process commenced at 9:00 am on July 21, 2019 and concluded at 5:00 pm on July 25, 2019.

He further informed that the combined results of e-voting and the poll shall 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 Agents, Karvy Fintech Private Limited. Thereafter, with the permission of the members, Statutory Auditors' Report and Secretarial Auditors' Report was taken as read. He then requested the Chairperson to address the members.

The Chairperson delivered her speech and made presentation on the Company's operational and financial performance of the Company for the financial year ended March 31, 2019.

Thereafter, the floor was open for discussion on all resolutions as set out in the AGM Notice and/or on the annual report for the financial year 2018-19. The Chairperson along with the management team had clarified all the members' queries.

Thereafter, the following items of businesses, as per the Notice of AGM, were transacted and approved by the members at the meeting.

1. Adoption of the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon;
2. Final dividend of Rs. 1/- per equity share (Pre Bonus Issue);

3. Re-appointment of Mr. Ravi Rasendra Mazumdar (DIN: 00347250) who retires by rotation and being eligible, offers himself for re-appointment;
4. Re-appointment of Dr. Arun Suresh Chandavarkar (DIN: 01596180) as CEO and Joint Managing Director of the Company for a period upto November 30, 2019;
5. Re-appointment of Mr. Meleveetil Damodaran (DIN: 02106990) as an Independent Director of the Company for a period of five (5) years;
6. Ratification of the remuneration payable to Cost Auditors for the Financial Year 2019-20;
7. Variation in terms of Employees Stock Option Plan 2000 for grant of stock options to Ms. Christiane Hamacher, CEO of Biocon Biologics India Limited;
8. Discontinuation of grant of options under Grant IX and Grant X of the Employees Stock Option Plan 2000.

The meeting concluded at 5:30 pm with the vote of thanks to the chair and members.