



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 Thirty Ninth Annual General Meeting of the Equity Shareholders of “**BIOCON LIMITED**” held on Friday, July 28, 2017 at Tyler Jack’s Auditorium, Biocon Research Centre, Plot No. 2, Biocon Special Economic Zone, Bommasandra- Jigani Link Road, Bangalore 560 099 at 4:00 P.M.

Sir,

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 provision 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 Thirty Ninth Annual General Meeting of the Equity Shareholders dated June 21, 2017. 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” 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 Monday, July 24, 2017, 9:00 A.M. IST up to Thursday, July 27, 2017 (5:00 P.M. IST).
2. The Annual Report and the Notice of Annual General Meeting were 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 through 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.

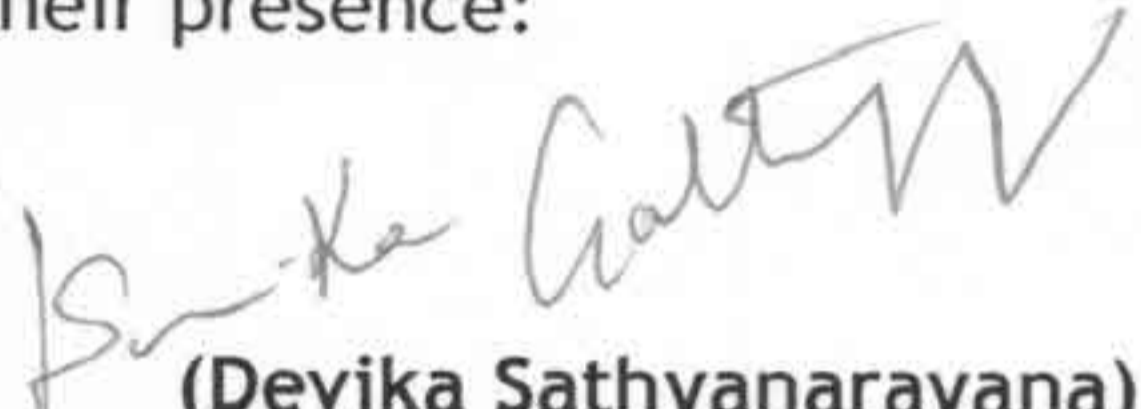
**C. Result of Remote E-Voting and Instapoll Voting at AGM is as under:**


1. The voting rights were reckoned as on Friday, July 21, 2017, being the Cut-off date for the purpose of deciding the entitlements of members to vote 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 Thursday, 27 July 2017 at 5.01 P.M. in 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. Mr. S. Krishna Prasad, residing at 25/1, Rangappa Layout, BSK III Stage, III Phase, Bangalore 560 085 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)

  
(S. Krishna Prasad)

3. Thereafter, Karvy Computershare Private Limited provided the details of equity shareholders, who voted "For" 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, 2017 and the reports of the



Board of Directors and Auditors thereon.

(i) Voted in favour of Resolution

	Remote E-Voting	Instapoll (E- Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	327	72	399
Number of votes cast by them	46,57,32,236	86,80,831	47,44,13,067
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	Remote E-voting	Instapoll (E- Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	2	NIL	2
Number of votes cast by them	51	NIL	51
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL



**b) RESOLUTION 2**

To declare a dividend on equity shares.

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	328	72	400
Number of votes cast by them	46,57,63,183	86,80,831	47,44,44,014
% of Total Number of valid votes cast	100	100	100

**(ii) Voted against the resolution**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	2	NIL	2
Number of votes cast by them	9	NIL	9
% of Total Number of valid votes cast	Negligible	NIL	Negligible

**(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**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	316	71	387
Number of votes cast by them	46,30,28,120	86,80,329	47,17,08,449
% of Total Number of valid votes cast	99.41	99.99	99.42

**(ii) Voted against the resolution**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	14	1	15
Number of votes cast by them	27,35,072	500	27,35,572
% of Total Number of valid votes cast	0.59	0.01	0.58

**(iii) Invalid Votes - NIL**



d) **RESOLUTION 4**

Ratification of appointment of Statutory Auditors of the Company:

(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	327	72	399
Number of votes cast by them	46,57,61,926	86,80,831	47,44,42,757
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution -

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	2	NIL	2
Number of votes cast by them	51	NIL	51
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL



e) **RESOLUTION 5**

Re-appointment of Mr. Russell Walls (DIN: 03528496), Independent Director

(i) Voted in favour of Resolution:

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	322	72	394
Number of votes cast by them	46,55,14,442	86,80,831	47,41,95,273
% of Total Number of valid votes cast	99.95	100	99.95

(ii) Voted against the resolution -

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	7	NIL	7
Number of votes cast by them	2,47,535	NIL	2,47,535
% of Total Number of valid votes cast	0.05	NIL	0.05

(iii) Invalid Votes - NIL



**f) RESOLUTION 6**

Re-appointment of Ms. Mary Harney (DIN: 05321964), Independent Director

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	321	71	392
Number of votes cast by them	46,54,33,779	86,80,331	47,41,14,110
% of Total Number of valid votes cast	99.95	99.99	99.95

**(ii) Voted against the resolution -**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	7	1	8
Number of votes cast by them	2,47,535	500	2,48,035
% of Total Number of valid votes cast	0.05	0.01	0.05

**(iii) Invalid Votes - NIL**



**g) RESOLUTION 7**

Re-appointment of Mr. Daniel M Bradbury (DIN: 06599933), Independent Director

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	323	72	395
Number of votes cast by them	46,55,14,544	86,80,831	47,41,95,375
% of Total Number of valid votes cast	99.95	100	99.95

**(ii) Voted against the resolution -**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	6	NIL	6
Number of votes cast by them	2,47,433	NIL	2,47,433
% of Total Number of valid votes cast	0.05	NIL	0.05

**(iii) Invalid Votes - NIL**



**h) RESOLUTION 8**

Ratification of the remuneration payable to the Cost Auditors of the Company:

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	324	72	396
Number of votes cast by them	46,57,61,899	86,80,831	47,44,42,730
% of Total Number of valid votes cast	100	100	100

**(ii) Voted against the resolution**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	5	NIL	5
Number of votes cast by them	75	NIL	75
% of Total Number of valid votes cast	Negligible	NIL	Negligible

**(iii) Invalid Votes - NIL**

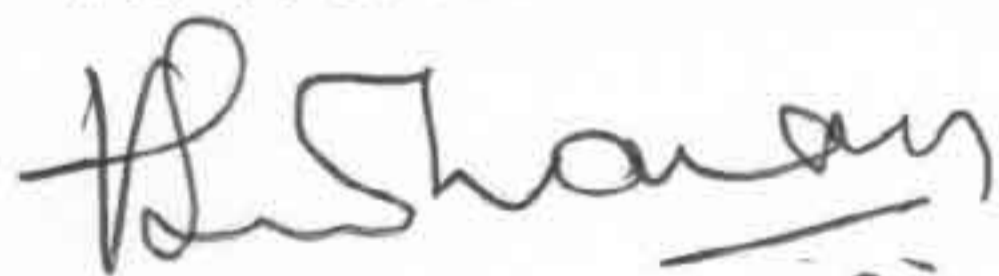


5. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
  
6. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed 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 29, 2017



	BIOCON LIMITED							
Date of the AGM/EGM	28-07-2017							
Total number of shareholders on record date	132901							
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:	5							
Public:	119							
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of audited financial statement (including audited consolidated financial statement) of the Company for the year ended March 31, 2017.							
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	364007838	360690948	99.0888	360690948	0	100.0000	0.0000
	Poll		1995042	0.5481	1995042	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		362685990	99.6369	362685990	0	100	0
Public- Institutions	E-Voting	112212313	95932729	85.4922	95932729	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		95932729	85.4922	95932729	0	100	0
Public- Non Institutions	E-Voting	123779849	9108610	7.3587	9108559	51	99.9994	0.0005
	Poll		6685789	5.4014	6685789	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15794399	12.7601	15794348	51	99.9997	0.0003
Total		600000000	474413118	79.0689	474413067	51	100.0000	0.0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of final dividend of Re 1/- per equity share of face value of Rs. 5/- each for the year ended March 31, 2017.							
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	364007838	360690948	99.0888	360690948	0	100.0000	0.0000
	Poll		1995042	0.5481	1995042	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		362685990	99.6369	362685990	0	100	0
Public- Institutions	E-Voting	112212313	95963629	85.5197	95963629	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		95963629	85.5197	95963629	0	100	0
Public- Non Institutions	E-Voting	123779849	9108615	7.3587	9108606	9	99.9999	0.0000
	Poll		6685789	5.4014	6685789	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15794404	12.7601	15794395	9	99.9999	0.0001
Total		600000000	474444023	79.0740	474444014	9	100.0000	0.0000



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Prof. Ravi Mazumdar, who retires by rotation, being eligible, seeks re-appointment.							
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	364007838	360690948	99.0888	360690948	0	100.0000	0.0000
	Poll		1995042	0.5481	1995042	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		362685990	99.6369	362685990	0	100	0
Public- Institutions	E-Voting	112212313	95963629	85.5197	93228609	2735020	97.1499	2.8500
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		95963629	85.5197	93228609	2735020	97.1499	2.8501
Public- Non Institutions	E-Voting	123779849	9108615	7.3587	9108563	52	99.9994	0.0005
	Poll		6685787	5.4014	6685287	500	99.9925	0.0074
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15794402	12.7601	15793850	552	99.9965	0.0035
Total		600000000	474444021	79.0740	471708449	2735572	99.4234	0.5766



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants as Auditors of the Company to hold office until the conclusion of the Fortieth Annual General Meeting 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	364007838	360690948	99.0888	360690948	0	100.0000	0.0000
	Poll		1995042	0.5481	1995042	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		362685990	99.6369	362685990	0	100	0
Public- Institutions	E-Voting	112212313	95963629	85.5197	95963629	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		95963629	85.5197	95963629	0	100	0
Public- Non Institutions	E-Voting	123779849	9107400	7.3577	9107349	51	99.9994	0.0005
	Poll		6685789	5.4014	6685789	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15793189	12.7591	15793138	51	99.9997	0.0003
Total		600000000	474442808	79.0738	474442757	51	100.0000	0.0000



Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Russell Walls as Independent Director for a term of five years upto the conclusion of 44th AGM.							
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	364007838	360690948	99.0888	360690948	0	100.0000	0.0000
	Poll		1995042	0.5481	1995042	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		362685990	99.6369	362685990	0	100	0
Public- Institutions	E-Voting	112212313	95963629	85.5197	95716278	247351	99.7422	0.2577
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		95963629	85.5197	95716278	247351	99.7422	0.2578
Public- Non Institutions	E-Voting	123779849	9107400	7.3577	9107216	184	99.9979	0.0020
	Poll		6685789	5.4014	6685789	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15793189	12.7591	15793005	184	99.9988	0.0012
Total		600000000	474442808	79.0738	474195273	247535	99.9478	0.0522



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Mary Harney as Independent Director for a term of five years upto the conclusion of 44th AGM.							
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	364007838	360690948	99.0888	360690948	0	100.0000	0.0000
	Poll		1995042	0.5481	1995042	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		362685990	99.6369	362685990	0	100	0
Public- Institutions	E-Voting	112212313	95882966	85.4478	95635615	247351	99.7420	0.2579
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		95882966	85.4478	95635615	247351	99.742	0.258
Public- Non Institutions	E-Voting	123779849	9107400	7.3577	9107216	184	99.9979	0.0020
	Poll		6685789	5.4014	6685289	500	99.9925	0.0074
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15793189	12.7591	15792505	684	99.9957	0.0043
Total		600000000	474362145	79.0604	474114110	248035	99.9477	0.0523



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Daniel Bradbury as Independent Director for a term of five years upto the conclusion of 44th AGM.							
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	364007838	360690948	99.0888	360690948	0	100.0000	0.0000
	Poll		1995042	0.5481	1995042	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		362685990	99.6369	362685990	0	100	0
Public- Institutions	E-Voting	112212313	95963629	85.5197	95716278	247351	99.7422	0.2577
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		95963629	85.5197	95716278	247351	99.7422	0.2578
Public- Non Institutions	E-Voting	123779849	9107400	7.3577	9107318	82	99.9990	0.0009
	Poll		6685789	5.4014	6685789	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15793189	12.7591	15793107	82	99.9995	0.0005
Total		600000000	474442808	79.0738	474195375	247433	99.9478	0.0522



Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Approve the remuneration of M/s Rao Murthy & Associates, Cost Auditors for FY 2017-18.							
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	364007838	360690948	99.0888	360690948	0	100.0000	0.0000
	Poll		1995042	0.5481	1995042	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		362685990	99.6369	362685990	0	100	0
Public- Institutions	E-Voting	112212313	95963629	85.5197	95963629	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		95963629	85.5197	95963629	0	100	0
Public- Non Institutions	E-Voting	123779849	9107397	7.3577	9107322	75	99.9991	0.0008
	Poll		6685789	5.4014	6685789	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15793186	12.7591	15793111	75	99.9995	0.0005
Total		600000000	474442805	79.0738	474442730	75	100.0000	0.0000

