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

www.biocon.com

No: 2017/SEC/JUL/062

July 05, 2017

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (East), Mumbai – 400051

NSE - Symbol - BIOCON

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

BSE - Scrip code - 532523

Dear Sirs,

Sub: Notice of the 39th Annual General Meeting

In compliance with the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 39th Annual General Meeting (AGM) of the Company to be held on Friday, July 28, 2017 at 4:00 PM at Tyler Jack's Auditorium, Biocon Research Centre, Plot No. 2, Biocon Special Economic Zone, Biocon Park, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560 099.

The Notice of the AGM and the Annual Report for the financial year 2016-17 is available on the Company's website at the link: http://www.biocon.com/biocon_invrelation_agm.asp

Kindly take on record the same.

Thanking You,

Yours faithfully,
For **BIOCON LIMITED**

Rajiv Balakrishnan
Company Secretary

BIOCON LIMITED
BANGALORE

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BIOCON LIMITED WILL BE HELD ON FRIDAY, JULY 28, 2017, AT 4:00 P.M. AT THE TYLER JACK'S AUDITORIUM, BIOCON RESEARCH CENTRE, PLOT NO. 2, BIOCON SPECIAL ECONOMIC ZONE, BOMMASANDRA-JIGANI LINK ROAD, BANGALORE 560 099 TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

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.

2. To declare a dividend on equity shares.

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.

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and pursuant to the recommendation of the Audit and Risk Committee and the Board of Directors and pursuant to the approval of the Members at the Thirty-Eighth Annual General Meeting, the Company hereby ratifies the appointment of Messrs B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W- 100022) as Auditors of the Company to hold office until the conclusion of the Fortieth Annual General Meeting of the Company to be held in the year 2018, at a remuneration to be determined by the Board of Directors of the Company."

Special Business:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the schedule IV to the Companies Act, 2013, Mr. Russell Walls (DIN: 03528496), who was appointed as an Independent Director of the Company for a term of three years upto the conclusion of 39th Annual General Meeting (AGM) by the shareholders, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Russell Walls as a candidate for the office of a Director of the Company, be and is hereby reappointed as an Independent Director of the Company for a consecutive period of five years upto the conclusion of 44th AGM to be held in the year 2022.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the schedule IV to the Companies Act, 2013, Ms. Mary Harney (DIN: 05321964), who was appointed as an Independent Director of the Company for a term of three years upto the conclusion of 39th Annual General Meeting (AGM) by the shareholders, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Mary Harney as a candidate for the office of a Director of the Company, be and is hereby reappointed as an Independent Director of the Company for a consecutive period of five years upto the conclusion of 44th AGM to be held in the year 2022.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the schedule IV to the Companies Act, 2013, Mr. Daniel M Bradbury (DIN: 06599933), who was appointed as an Independent Director of the Company for a term of three years upto the conclusion of 39th Annual General Meeting (AGM) by the shareholders, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Daniel M Bradbury as a candidate for the office of a Director of the Company, be and is hereby reappointed as an Independent Director of the Company for a consecutive period of five years upto the conclusion of 44th AGM to be held in the year 2022.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to Messrs Rao Murthy & Associates, Cost Accountants having Firm Registration Number 000065, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2018, amounting to ₹ 4,50,000 (Rupees Four Lakhs Fifty Thousand only) (excluding all taxes and reimbursement of out of pocket expenses) be ratified and confirmed.

   "**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all needful steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Place: Bangalore
Date: June 21, 2017

Rajiv Balakrishnan
Company Secretary

BIOCON LIMITED
Regd. Office: 20th KM, Hosur Road,
Electronics City, P O, Bangalore – 560100
CIN: L24234KA1978PLC003417
Email: Co.secretary@biocon.com; website: www.biocon.com
Phone: 080 – 2808 2808 Fax: 080-28523423

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (The "Meeting" Or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing a proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed signed and stamped, not less than 48 hours before the commencement of the meeting.**

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. A proxy form for the AGM is enclosed.

2. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

3. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

4. Members/proxies should bring attendance slips along with their copy of annual report to attend the meeting.

5. In case of Joint holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote.

6. The Register of Directors shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.

7. a) The Company has notified closure of register of members and share transfer books from Saturday, July 22, 2017 to Friday, July 28, 2017 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.

   b) The dividend on equity shares, if declared at the meeting, will be credited/despatched between July 28, 2017 and August 4, 2017 to those members whose names shall appear on the Company's register of members on Friday, July 21, 2017 in respect of shares held in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Service (India) Limited as beneficial owners as on that date.

   c) The Board of Directors (Board) at their meeting held on April 27, 2017 recommended a pre-bonus final dividend of ₹ 3/- per equity share of face value of ₹ 5/- each for the approval of the members at the ensuing AGM. Further, at the said meeting, the Board also recommended issue of Bonus shares in the ratio of 2:1 subject to approval of the members. Pursuant to approval of the said Bonus issue by the members on 7th June, 2017 and due to the fact that the "record date" for determining the eligible shareholders entitled to receive dividend, i.e., July 21, 2017 is after the issue of bonus shares by the Company, the post-bonus dividend per equity share, if approved at the ensuing AGM shall be ₹ 1/- per equity share, which is equivalent to a pre-bonus final dividend of ₹ 3/- per equity share.

8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computer Share Private Limited, ("KARVY") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participants by the members.

9. Members holding shares in electronic form are advised to inform the particulars of their bank account, change of address and email ids to their respective depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are advised to inform the particulars of their bank account, change of address and email ids to the Company/ KARVY.

10. Members holding shares in electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, KARVY.

11. Members who have not registered their mail addresses so far with their depository participants are requested to register their email address for receiving all the communications including annual report, notices etc., in electronic mode.

12. Members are requested to note that as per Section 123 of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government. Therefore, the amount of unclaimed dividend upto financial years ended March 31, 2009 has been transferred to the IEPF. Unclaimed dividend for the financial year ended March 31, 2010 is due for transfer to IEPF in August 2017. Pursuant to IEPF rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on June 30, 2016 (date of last AGM) on the website of the Company (www.biocon.com) and also on the website of the Ministry of Corporate Affairs. Members may approach the IEPF authority to claim the unclaimed dividend transferred by the Company to IEPF. Members may approach the Company Secretary for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company. The status of the dividends remaining unclaimed /unpaid with the respective due dates of transfer to IEPF is provided in the Corporate Governance report of the annual report.

13. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / Karvy.

14. Members holding shares in single name in physical mode are advised to make nomination in respect of their shareholding in the Company. A downloadable version of the nomination form (SH-13) is available in 'Annual General Meeting' section under 'Investors' dropdown on the Company's website: www.biocon.com. Members holding shares in electronic mode may contact their respective depository participants for availing the nomination facility.

15. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.

16. The Company is concerned about the environment and utilises natural resources in a sustainable way. Members are requested to update their e-mail addresses with their respective depository participant(s) for receiving all communications including annual reports, notices, etc., from the Company electronically.

17. Non-Resident Indian members are requested to inform Karvy / respective depository participants, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

18. Copies of the annual report 2017 and the notice of the 39th AGM along with the attendance slip and proxy form are being sent by electronic mode to members whose email addresses are registered with the Company/ depository participant(s) for communication purposes unless such members have requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report 2017 are being sent by the permitted mode. Members may note that 39th AGM notice, annual report 2017, attendance ship, proxy form and e-voting instructions are also available on the Company's website, www.biocon.com.

19. Relevant documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company during normal business hours (9:00 am to 6.00 pm) on all working days except Saturdays, up to the date of the meeting.

20. Members may note that the business set out in the notice will be transacted through electronic voting system and the Company is providing the facility of voting by electronic means. Instructions and other information relating to e-voting facility provided by the Company is annexed to this notice. The Board of Directors have appointed Mr. V Sreedharan, Partner of M/s. V. Sreedharan & Associates, Company Secretaries, Bangalore (FCS 2347; C. P. No. 833) as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

21. Additional information pursuant to regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), in respect of the Directors seeking appointment/re-appointment is furnished below. The Directors have furnished requisite consents/declarations for appointment/ re-appointments.

Russell Walls:

Mr. Russell Walls is a fellow member of the Association of Chartered Certified Accountants, United Kingdom. He brings to the Board 46 years of his rich experience in financial management and accountancy. He has also served as a Director in multiple industries spanning across pharmaceuticals, textiles, transport and leisure. He is currently the Chairman of Aviva Life Holdings Limited and is on the Board of many prestigious companies such as Mytrah Energy Limited, Aviva Italia Holdings Spa and Signet Jewellers Limited etc. He has been an Independent Director of BIOCON LIMITED since April, 2011.

Nature of his expertise in specific functional areas	Financial Management and Accountancy
Relationship between Director(s) inter-se	NIL
Directorship held in other listed entities	Please refer Corporate Governance Report section of the Annual Report 2016-17
Membership of committees of other listed entities	
Shareholding in BIOCON LIMITED	NIL

Mary Harney:

Ms. Mary Harney was a member of the Irish Parliament for over thirty years and was a Government Minister for seventeen years in environment, economic and health ministries. She was the Deputy Prime Minister for over nine years. She is an economics graduate of Trinity College, Dublin. She was the longest serving woman ever in the Irish Parliament and in 1993 became the only woman to have led a political party in Ireland. She retired from politics in January 2011 and is now involved in business. She is a Director in several technology companies and an insurance company in Ireland. She is a member of the Board of CRANN Trinity College, Dublin's largest research institute and is chair of AMBER, the Advanced Materials and Bio-Engineering Research Centre at Trinity, a joint research enterprise with University College Cork, the Royal College of Surgeons in Ireland. She is on the Board of Hospice Foundation of Ireland and is an honorary member of the International Women's Forum. She has been an Independent Director of BIOCON LIMITED since April, 2012.

Nature of her expertise in specific functional areas	Economics and Research
Relationship between Director(s) inter-se	NIL
Directorship held in other listed entities	NIL
Membership of committees of other listed entities	
Shareholding in BIOCON LIMITED	NIL

Daniel M Bradbury

Mr. Daniel M. Bradbury holds a postgraduate diploma in Management Studies and a diploma in Marketing from Harrow and Ealing Colleges of Higher Education, United Kingdom. He holds a bachelor's degree in Pharmacy (Hons.) from Nottingham University, United Kingdom. He has completed the Director's Training and Certification Program at the University of California, Los Angeles, the Director's College Executive Education Program at Stanford University and the International Executive Program from INSEAD, European Institute of Business Administration, France. Mr. Bradbury is the former President, Chief Executive Officer and Director of Amylin Pharmaceuticals, a biopharmaceutical company based in San Diego, California. He has over 30 years of experience in creating and implementing strategies that transform businesses and bring novel medicines to market. He currently serves as a director of Corcept Therapeutics, Inc., Geron Corporation, Illumina, Inc., and Intercept Pharmaceuticals, Inc., all of which are NASDAQ-listed biopharmaceutical companies. He also serves on the University of San Diego's Rady School of Management's Advisory Council and the Keck Graduate Institute's Board of Trustees. He has been honoured with the Corporate Directors Forum Director of the Year Award for Enhancing Economic Value and was an Ernst & Young's Entrepreneur of the Year Finalist. He has been an Independent Director of BIOCON LIMITED since April, 2013.

Nature of his expertise in specific functional areas	Strategic Management and Business Administration
Relationship between Director(s) inter-se	NIL
Directorship held in other listed entities	NIL
Membership of committees of other listed entities	
Shareholding in BIOCON LIMITED	NIL

Prof. Ravi Mazumdar

Prof. Ravi Mazumdar was educated at IIT, Bombay (B. Tech in Electrical Engineering, 1977). He received the MSc, DIC from Imperial College, London (1978) and is a Ph.D. from the University of California, Los Angeles. He is currently a University Research Chair Professor at University of Waterloo, Canada. Prior to this, he was a faculty member at Purdue University, U.S.A, Columbia University, U.S.A., and University of Essex, U.K. He has held visiting positions at the Indian Institute of Science, Bengaluru; the University of California, Berkeley and Telecom-Paris Tech, France. He is currently a J.D. Gandhi Distinguished Visiting Professor at the Indian Institute of Technology, Bombay. He has over 150 referred publications in the area of high speed communication networks, applied probability and stochastic processes and in statistical signal processing. He has been a member of several advisory committees and working groups, including the US Congress Sub-Committee on Science and Technology. He is a Fellow of both, the Royal Statistical Society and the Institute of Electrical and Electronics Engineers, Inc.

Nature of his expertise in specific functional areas	Science and Engineering
Relationship between Director(s) inter-se	Brother of Kiran Mazumdar Shaw, Chairperson and Managing Director and Brother in Law of John Shaw, Whole-time Director and Vice Chairman.
Directorship held in other listed entities	NIL
Membership of committees of other listed entities	
Shareholding in BIOCON LIMITED	565,014

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Resolution No. 5

In accordance with Section 149(10) and (11) of the Companies act, 2013, an independent Director shall hold office for a term upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Boards' report.

Mr. Russell Walls (DIN: 03528496) was appointed as an Independent Director at the AGM held on July 25, 2014 in line with the provisions of the Companies Act, 2013 for a period of three years to hold office upto the conclusion of the ensuing AGM (39th AGM).

Based on his skills, experience, knowledge, outcome of performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the reappointment of Mr. Russell Walls as an Independent Director for a period of five consecutive years upto the conclusion of 44th AGM to be held in the year 2022.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000 proposing the candidature of Mr. Russell Walls for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Russell Walls i) Consent in writing to act as Director in Form DIR-2 pursuant to rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, confirming his eligibility for such re-appointment, iii) declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board and based on the Board's evaluation, Mr. Russell Walls fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management.

A copy of the draft letter for the appointment of Mr. Russell Walls as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 AM to 6:00 PM) on any working day except Saturdays upto the date of ensuing AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Russell Walls as an Independent Director. Accordingly, the Board recommends the resolution set forth in item No. 5 relating to the appointment of Mr. Russell Walls as an Independent Director, for the approval by the members of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Russell Walls to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Resolution No. 6

In accordance with Section 149(10) and (11) of the Companies act, 2013, an independent Director shall hold office for a term upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Boards' report.

Ms. Mary Harney (DIN: 05321964) was appointed as an Independent Director at the AGM held on July 25, 2014 in line with the provisions of the Companies Act, 2013 for a period of three years to hold office upto the conclusion of the ensuing AGM (39th AGM).

Based on her skills, experience, knowledge, outcome of performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the reappointment of Ms. Mary Harney as an Independent Director for a period of five consecutive years upto the conclusion of 44th AGM to be held in the year 2022.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000 proposing the candidature of Ms. Mary Harney for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Mary Harney i) Consent in writing to act as Director in Form DIR-2 pursuant to rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 (2) of the Companies Act, 2013, confirming her eligibility for such re-appointment, iii) declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board and based on the Board's evaluation, Ms. Mary Harney fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for her re-appointment as an Independent Director of the Company and is independent of the Management.

A copy of the draft letter for the appointment of Ms. Mary Harney as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 AM to 6:00 PM) on any working day except Saturdays upto the date of ensuing AGM. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Mary Harney as an Independent Director. Accordingly, the Board recommends the resolution set forth in item No. 6 relating to the appointment of Ms. Mary Harney as an Independent Director, for the approval by the members of the Company.

No Director, Key Managerial Personnel or their relatives, except Ms. Mary Harney to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Resolution No. 7

In accordance with Section 149(10) and (11) of the Companies act, 2013, an independent Director shall hold office for a term upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Boards' report.

Mr. Daniel M Bradbury (DIN: 06599933)was appointed as an Independent Director at the AGM held on July 25, 2014 in line with the provisions of the Companies Act, 2013 for a period of three years to hold office upto the conclusion of the ensuing AGM (39th AGM).

Based on his skills, experience, knowledge, outcome of performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the reappointment of Mr. Daniel M Bradbury as an Independent Director for a period of five consecutive years upto the conclusion of 44th AGM to be held in the year 2022.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000 proposing the candidature of Mr. Mr. Daniel M Bradbury for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Daniel M Bradbury i) Consent in writing to act as Director in Form DIR-2 pursuant to rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, confirming his eligibility for such re-appointment, iii) declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board and based on the Board's evaluation, Mr. Daniel M Bradbury fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management.

A copy of the draft letter for the appointment of Mr. Daniel M Bradbury as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 AM to 6:00 PM) on any working day except Saturdays upto the date of ensuing AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Daniel M Bradbury as an Independent Director. Accordingly, the Board recommends the resolution set forth in item No. 7 relating to the appointment of Mr. Daniel M Bradbury as an Independent Director, for the approval by the members of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Daniel M Bradbury to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Resolution 8:

The Board at its meeting held on April 27, 2017 has approved the appointment of M/s Rao Murthy & Associates, Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2018 at a remuneration of Rs.4.50 lakhs plus applicable service tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

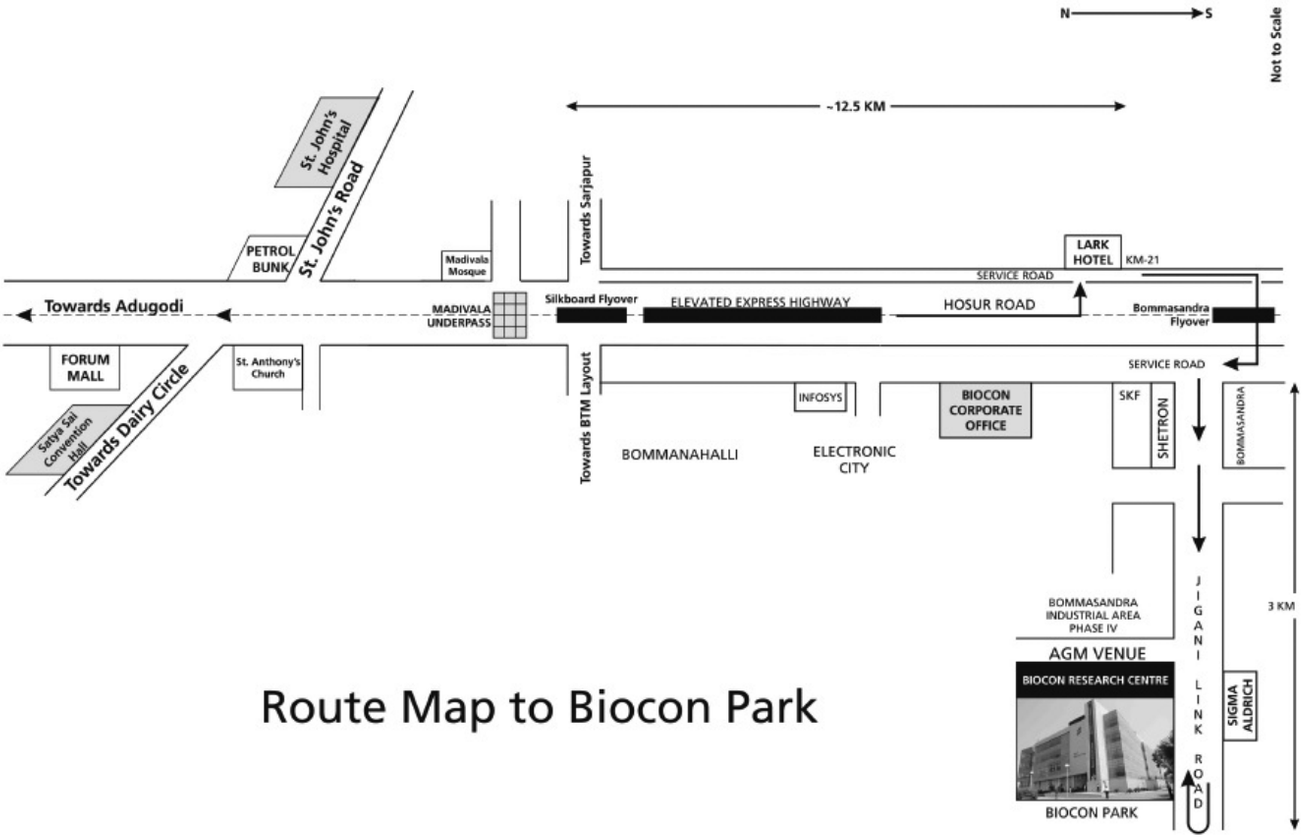
None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. The Board commends the Ordinary Resolution set forth in Item No. 8 of the Notice for approval by the members.

By Order of the Board of Directors

Place: Bangalore
Date: June 21, 2017

Rajiv Balakrishnan
Company Secretary

BIOCON LIMITED
Regd. Office: 20th KM, Hosur Road,
Electronics City, P O, Bangalore – 560100
CIN: L24234KA1978PLC003417
Email: Co.secretary@biocon.com; website: www.biocon.com
Phone: 080 – 2808 2808 Fax: 080-28523423



Route Map to Biocon Park

BIOCON LIMITED
CIN: L24234KA1978PLC003417
Regd. Office: 20th KM, Hosur Road, Electronics City, Bengaluru – 560100
Phone: 080 - 2808 2808 Fax: 080 - 2852 3423

39th Annual General Meeting – July 28, 2017

PROXY FORM

Name of the member(s):
Registered address:
E-mail ID:
Folio No/DP ID-Client ID:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

Name: _____ Address: _____

Email ID: _____Signature: _____ or failing him

Name: _____ Address: _____

Email ID: _____Signature: _____ or failing him

Name: _____ Address: _____

Email ID: _____ Signature:_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on the Friday, July 28, 2017 at 4:00 p.m. at Tyler Jack's Auditorium, Biocon Research Centre, Plot No. 2, Biocon Special Economic Zone, Bommasandra – Jigani Link Road, Bengaluru – 560 099, any adjournment thereof in respect of such resolutions as are indicated overleaf:

(Contd.)

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BIOCON LIMITED
CIN: L24234KA1978PLC003417
Regd. Office: 20th KM, Hosur Road, Electronics City, Bengaluru – 560100
Phone: 080 - 2808 2808 Fax: 080 - 2852 3423

39th Annual General Meeting - July 28, 2017

ATTENDANCE SLIP

Name		
Folio No/ DP ID/ Client ID		
Number of shares		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Thirty Ninth Annual General Meeting of the Company to be held on Friday, July 28, 2017 at 4:00 pm at Tyler Jack's Biocon Park, Plot No 2 & 3, Bommasandra IV Phase Jigani Link Road, Bengaluru - 560 099.

_____ _____

Name of the member/proxy Signature of member/proxy

(in BLOCK letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Shareholders are informed that no duplicate attendance slips will be issued at the venue of meeting. Members are requested to bring their copies of the Annual Report to the meeting.

Sl. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the year ended March 31, 2017.		
2	Approval of dividend for the year ended March 31, 2017.		
3	Re-appointment of Prof. Ravi Mazumdar, who retires by rotation and being eligible, seeks re-appointment.		
4	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.		
Special Business			
5	Re-appointment of Mr. Russell Walls as Independent Director for a term of five years upto the conclusion of 44th AGM.		
6	Re-appointment of Ms. Mary Harney as Independent Director for a term of five years upto the conclusion of 44th AGM.		
7	Re-appointment of Mr. Daniel Bradbury as Independent Director for a term of five years upto the conclusion of 44th AGM.		
8	Approve the remuneration of M/s Rao Murthy & Associates, Cost Auditors for FY 2017-18.		

Signed this _____ day of _____ 2017

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix

1/- Rupee
Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 39th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

* It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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