Ref: Bio/Acts/ CS/ SE/ Ltrs- NSE/34
July 28, 2014

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

www.biocon.com

CIN: L24234KA1978PLC003417

The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra – Kurla Complex,
Bandra (East),
Mumbai- 400 051

"By Courier & Email"

Kind Attn: Mr. Hari K.

Dear Sir,

Subject: - Disclosure of voting results as per clause 35A of listing Agreement

In due compliance with the listing agreement, please find the details of the voting results at the 36th Annual General meeting of the Company:

Sl. No	Description		Particulars
A	Date of the AGM		July 25, 2014
B	Total number of shareholders on record date (i.e. June 20, 2014 for the purpose to determine shareholders eligible to vote at AGM)		93,057
C	No. of Shareholders present in the meeting either in person or through proxy:		127 (representing 68.39% of paid up capital)
	Shareholders	**In-person**	**Proxy**
	Promoters and Promoter Group	**8**	**0**
	Public	**93**	**26**

The agenda wise details of e-voting and poll at the Annual General Meeting are provided in **Annexure A.** Further enclosed the report of Scrutinizer on e-voting facility provided by the Company and on poll conducted at the Annual General Meeting in **Annexure B & C.**

Request to kindly take this intimation on record.

Thanking you.

Yours faithfully,
For Biocon Limited,

for

Kiran Kumar G
Company Secretary
E: Kiran.Kumar@biocon.com
M: +91 9945315151
T: +91 80 2808 2037
By Email to NSE: cmlist@nse.co.in

Annexure A

Resolution 1	Ordinary Business - Ordinary Resolution						
To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date together with the Auditors Report thereon and the Directors' report attached thereto							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,57,78,266	64.55	2,56,91,622	86,644	99.66	0.34
Public-Others	3,81,13,516	1,21,46,705	31.87	1,21,46,705	0	100.00	0.00
Total	**20,00,00,000**	**15,98,73,417**	**79.94**	**15,97,86,773**	**86,644**	**99.95**	**0.05**

Resolution 2	Ordinary Business - Ordinary Resolution						
To declare a dividend of Rs. 5.00 per equity share (100%) for the year ended March 31, 2014							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,57,78,266	64.55	2,57,78,266	0	100.00	0.00
Public-Others	3,81,13,516	1,21,46,705	31.87	1,21,46,685	20	100.00*	0.00
Total	**20,00,00,000**	**15,98,73,417**	**79.94**	**15,98,73,397**	**20**	**100.00**	**0.00**



Resolution 3	Ordinary Business - Ordinary Resolution						
To appoint a director in place of Ms. Kiran Mazumdar Shaw (DIN: 00347229) who retires by rotation and being eligible, offers herself for re-appointment							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,57,78,266	64.55	2,42,06,712	15,71,554	93.90	6.10
Public-Others	3,81,13,516	1,21,46,734	31.87	1,21,46,671	63	100.00*	0.00
Total	**20,00,00,000**	**15,98,73,446**	**79.94**	**15,83,01,829**	**15,71,617**	**99.02**	**0.98**

Resolution 4	Ordinary Business - Ordinary Resolution						
To appoint Auditors and to fix their remuneration							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,47,66,286	62.01	2,44,79,616	2,86,670	98.84	1.16
Public-Others	3,81,13,516	1,21,46,705	31.87	1,21,46,674	31	100.00*	0.00
Total	**20,00,00,000**	**15,88,61,437**	**79.43**	**15,85,74,736**	**2,86,701**	**99.82**	**0.18**

BIOCON LIMITED BANGALORE

Resolution 5	Special Business - Ordinary Resolution						
Appointment of Mr. Arun S Chandavarkar as Chief Executive Officer and Joint Managing Director							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,57,78,266	64.55	2,57,78,266	0	100.00	0.00
Public-Others	3,81,13,516	1,21,46,705	31.87	1,21,46,684	21	100.00*	0.00
Total	**20,00,00,000**	**15,98,73,417**	**79.94**	**15,98,73,396**	**21**	**100.00**	**0.00**

Resolution 6	Special Business - Ordinary Resolution						
Appointment of Mr. Charles L Cooney as Independent Director							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,47,66,286	62.01	2,35,60,277	12,06,009	95.13	4.87
Public-Others	3,81,13,516	1,21,46,705	31.87	1,21,46,661	44	100.00*	0.00
Total	**20,00,00,000**	**15,88,61,437**	**79.43**	**15,76,55,384**	**12,06,053**	**99.24**	**0.76**

BIOCON LIMITED BANGALORE

Resolution 7	Special Business - Ordinary Resolution						
Appointment of Mr. Suresh Talwar as Independent Director							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,47,66,286	62.01	2,37,03,394	10,62,892	95.71	4.29
Public-Others	3,81,13,516	1,21,46,705	31.87	1,21,46,681	24	100.00*	0.00
Total	**20,00,00,000**	**15,88,61,437**	**79.43**	**15,77,98,521**	**10,62,916**	**99.33**	**0.67**

Resolution 8	Special Business - Ordinary Resolution						
Appointment of Dr. Bala S Manian as Independent Director							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,57,78,266	64.55	2,54,91,596	2,86,670	98.89	1.11
Public-Others	3,81,13,516	1,21,46,705	31.87	1,21,46,271	434	100.00*	0.00
Total	**20,00,00,000**	**15,98,73,417**	**79.94**	**15,95,86,313**	**2,87,104**	**99.82**	**0.18**

BIOCON LIMITED
BANGALORE

Resolution 9	Special Business - Ordinary Resolution						
Appointment of Mr. Russell Walls as Independent Director							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,47,66,286	62.01	2,47,66,286	0	100.00	0.00
Public-Others	3,81,13,516	1,21,46,724	31.87	1,21,46,190	534	100.00*	0.00
Total	**20,00,00,000**	**15,88,61,456**	**79.43**	**15,88,60,922**	**534**	**100.00**	**0.00**

Resolution 10	Special Business - Ordinary Resolution						
Appointment of Mrs. Mary Harney as Independent Director							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,57,78,266	64.55	2,57,78,266	0	100.00	0.00
Public-Others	3,81,13,516	1,21,46,695	31.87	1,21,46,561	134	100.00*	0.00
Total	**20,00,00,000**	**15,98,73,407**	**79.94**	**15,98,73,273**	**134**	**100.00**	**0.00**

BIOCON LIMITED BANGALORE

Resolution 11	Special Business - Ordinary Resolution						
Appointment of Mr. Daniel M Bradbury as Independent Director							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,57,78,266	64.55	2,57,58,878	19,388	99.92	0.08
Public-Others	3,81,13,516	1,21,46,695	31.87	1,21,46,571	124	100.00*	0.00
Total	**20,00,00,000**	**15,98,73,407**	**79.94**	**15,98,53,895**	**19,512**	**99.99**	**0.01**

Resolution 12	Special Business - Ordinary Resolution						
Ratification of remuneration of M/s Rao Murthy & Associates, Cost Auditors							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,57,78,266	64.55	2,57,78,266	0	100.00	0.00
Public-Others	3,81,13,516	1,21,46,695	31.87	1,21,46,392	303	100.00*	0.00
Total	**20,00,00,000**	**15,98,73,407**	**79.94**	**15,98,73,104**	**303**	**100.00**	**0.00**

BIOCON LIMITED
BANGALORE

Resolution 13	Special Business - Ordinary Resolution						
Borrowing and creation of charge							
Promoter/ Public	**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	12,19,48,446	12,19,48,446	100.00	12,19,48,446	0	100.00	0.00
Public – Institutional holders	3,99,38,038	2,57,78,266	64.55	2,57,78,266	0	100.00	0.00
Public-Others	3,81,13,516	1,21,45,159	31.87	1,21,45,106	53	100.00*	0.00
Total	**20,00,00,000**	**15,98,71,871**	**79.94**	**15,98,71,818**	**53**	**100.00**	**0.00**

*the votes polled against were negligible

BIOCON LIMITED
BANGALORE

ANNEXURE B

V. Sreedharan & Associates
Company Secretaries

Tel : 080-22290394
Fax : 080-22116252
Mobile : 98452 14399, 99867 71214
compliance@sreedharancs.com
GNR Complex, 1st Floor, 32/33, 8th Cross,
Opp. Wilson Garden Police Station,
Wilson Garden, Bangalore - 560 027.

22 July, 2014

REPORT OF SCRUTINIZER

[E – VOTING]

[Pursuant to Clause 35B of Listing Agreement and Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson,

Biocon Limited,

20TH K.M.Hosur Road, Hebbagodi,

Bangalore – 561229

Madam,

I, V.Sreedharan, Partner of M/s V. Sreedharan and Associates, Company Secretaries, Bangalore, was appointed as Scrutinizer for the 36th (Thirty Sixth) Annual General Meeting of the Equity Shareholders of "**Biocon Limited**" to be held on Friday July 25, 2014 at 03.30 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 for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining

V. Sreedharan & Associates Company Secretaries

the requisite majority on E Voting carried out as per clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-Voting period remained open from 09.00 AM on Thursday, July 17, 2014 up to 06.00PM on Saturday, July 19, 2014.

2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on June 20, 2014, who were entitled to vote on the proposed 13 (Thirteen) resolutions as mentioned in the Notice of the Annual General Meeting of "BIOCON LIMITED" (Item Number 1 (One) to 13 (Thirteen) of the Notice of the Annual General Meeting of Biocon Limited).

3. The votes were unblocked on July 22, 2014 around 11.37 A.M. in the presence of two witnesses, namely, Ms. Padmasri M.V, residing at 146/224, 'D' 18th Main, 5th Phase, J.P Nagar, Bangalore 560078 and Mr. Vijayesh Rajendran, residing at 56/5-1, G–7, Silverline Tulip Apartments, 9th Cross, Sarraki Main Road, J.P Nagar I Phase, Bangalore 560078 who are not in employment of the company.

V. Sreedharan & Associates Company Secretaries

They have signed below in confirmation of the votes being unblocked in their presence.

Padmasri

(Padmasri M.V)

(Vijayesh Rajendran)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E- Voting website of Karvy Computershare Private Limited (https://evoting.karvy.com).

5. The result of the e-voting is as under:

a) RESOLUTION 1

To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date together with the Auditors Report thereon and the Directors' report attached thereto.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
154	15,88,24,497	99.94

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	86,644	0.05

V. Sreedharan & Associates Company Secretaries

(iii)**Invalid** Votes: **NIL**

b) RESOLUTION 2

To declare a dividend of Rs.5.00 per equity share (100%) for the year ended March 31, 2014.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
155	15,89,11,141	100

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
0	0	0

(iii) **Invalid** Votes: **NIL**

c) RESOLUTION 3

To appoint a director in place of Ms. Kiran Mazumdar Shaw (DIN: 00347229) who retires by rotation and being eligible, offers herself for re-appointment.

V. Sreedharan & Associates Company Secretaries

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
151	15,73,39,524	99.01

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
4	15,71,617	0.99

(iii)**Invalid** Votes: **NIL**

d) RESOLUTION 4

To appoint Auditors and to fix their remuneration.

The retiring auditors M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No: 101049W) are eligible for re-appointment and have confirmed their willingness to accept office, if re-appointed.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
139	15,76,12,460	99.82

V. Sreedharan & Associates Company Secretaries

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
13	2,86,701	0.18

(iii)**Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	10,11,980

e) RESOLUTION 5

RESOLVED THAT Dr. Arun S Chandavarkar be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections, 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the appointment of Dr. Arun S Chandavarkar (DIN: 01596180) as the Chief Executive Officer and Joint Managing Director of the Company for a period of five years effective from April 24, 2014 on terms and conditions, which are as follows:

Sreedharan & Associates Company Secretaries

Salary:

- Monthly salary Rs.20.80 Lakhs including all allowances as per the salary structure of the Company amounting to Rs.2.50 crores on annual basis;
- Performance Bonus (including long term bonus): As per Company's Bonus scheme(s), as applicable to all the employees of the Company, from time to time;
- Variable pay-out: Payable at such intervals, as recommended by Nomination & Remuneration Committee and approved by the Board;
- Contribution to Provident Fund, Superannuation Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company, from time to time;

Perquisites (evaluated as per Income Tax Rules, wherever applicable and actual cost to the Company in other cases):

- Reimbursement of Mobile and Telephone charges based on actuals;
- Leave/Holiday Travel allowance and medical reimbursement/allowance as per Company policy;
- Use of Company Car with Chauffeur;
- Club membership up to a maximum of 2 Clubs;
- Leave eligibility and leave encashment as applicable to all the employees of the Company, from time to time;

V. Sreedharan & Associates Company Secretaries

- Coverage under group Medical Insurance, Group Life Insurance and Personal Accident Insurance as per Company schemes, as applicable to all the employees of the Company, from time to time;

RESOLVED FURTHER THAT Board on the recommendation of Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration and annual incremental thereof, but such remuneration shall not exceed the limits specified in Companies Act, 2013;

RESOLVED FURTHER THAT Ms.Kiran Mazumdar Shaw, Chairman and Managing Director & Mr.John Shaw, Director of the Company be and are hereby authorized jointly and/or severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above appointment and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
154	15,89,11,120	99.99

V. Sreedharan & Associates Company Secretaries

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	21	Negligible

(iii) **Invalid** Votes: **NIL**

f) RESOLUTION 6

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Charles L Cooney (DIN: 01056607), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of one year commencing from his appointment at the 36th AGM up to the conclusion of 37th AGM to be held in 2015.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
133	15,67,14,108	99.25

V. Sreedharan & Associates Company Secretaries

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
20	11,85,053	0.75

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	10,11,980

g) RESOLUTION 7

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Suresh N Talwar (DIN: 00001456), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of one year commencing from his appointment at the 36th AGM up to the conclusion of 37th AGM to be held in 2015.

V. Sreedharan & Associates Company Secretaries

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
136	15,68,57,245	99.34

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
17	10,41,916	0.66

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	10,11,980

h) RESOLUTION 8

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Bala S Manian (DIN: 01327667), Director of the Company be and is hereby appointed as an Independent Director of the

Sreedharan & Associates Company Secretaries

Company for a period of one year commencing from his appointment at the 36th AGM up to the conclusion of 37th AGM to be held in 2015.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
142	15,86,24,037	99.82

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
14	2,87,104	0.18

(iii) **Invalid** Votes: **NIL**

i) RESOLUTION 9

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Russell Walls (DIN: 03528496), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of three years commencing from his appointment at the 36th AGM up to the conclusion of 39th AGM to be held in 2017.

V. Sreedharan & Associates Company Secretaries

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
147	15,78,98,617	99.99

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
5	534	Negligible

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	10,11,990

j) RESOLUTION 10

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Mary Harney (DIN: 05321964), Director of the Company be and is hereby appointed as an Independent Director of the

V. Sreedharan & Associates Company Secretaries

Company for a period of three years commencing from her appointment at the 36th AGM up to the conclusion of 39th AGM to be held in 2017.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
151	15,89,10,997	99.99

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
4	134	Negligible

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	10

k) RESOLUTION 11

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the

V. Sreedharan & Associates Company Secretaries

Companies Act, 2013, Mr.Daniel M Bradbury (DIN: 06599933), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of three years commencing from his appointment at the 36th AGM up to the conclusion of 39th AGM to be held in 2017

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
151	15,88,91,619	99.99

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
4	19512	0.01

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	10

V. Sreedharan & Associates Company Secretaries

I) **RESOLUTION 12**

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Rao Murthy & Associates, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, at a remuneration to be fixed by the Board of Directors in consultation with the Audit Committee of the Company

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
151	15,89,10,828	99.99

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	303	Negligible

V. Sreedharan & Associates Company Secretaries

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	10

m) RESOLUTION 13

i. **RESOLVED THAT** in supersession to earlier resolutions and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs 2,000 crores over and above the equity paid-up capital of the Company and its free reserves at any given point of time; including monies already borrowed by the Company on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and

V. Sreedharan & Associates Company Secretaries

effects or properties whether moveable or immoveable, including stock-in-trade etc.;

ii. **RESOLVED FURTHER THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge on all or anyone or more of the movable/immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Financial Institutions/Banks/Multilateral Institutions/Body Corporate, etc. hereinafter referred as "the lenders" to secure any Term Loans/Cash Credit Facilities or the like, obtained/to be obtained from any of the aforesaid lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption, cost, charge(s), expenses and all other monies payable by the Company to such lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board;

iii. **RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is

V. Sreedharan & Associates Company Secretaries

hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
151	15,89,11,078	99.99

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	53	Negligible

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	10

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates

V. Sreedharan
Partner
F.C.S - 2347 : C.P. No. 833

July 22, 2014

ANNEXURE C

V. Sreedharan & Associates
Company Secretaries

Tel : 080-22290394
Fax : 080-22116252
Mobile : 98452 14399, 99867 71214
compliance@sreedharancs.com
GNR Complex, 1st Floor, 32/33, 8th Cross,
Opp. Wilson Garden Police Station,
Wilson Garden, Bangalore - 560 027.

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,

Chairperson,

36th Annual General Meeting of the Equity Shareholders of **"Biocon Limited"** held on, July 25, 2014 at The Tyler Jack's Auditorium, Biocon Research Centre, Plot No. 2, Biocon Special Economic Zone, Bommasandra-Jigani Link Road, Bangalore 560 099 at 03.30 P.M.

Madam,

I, V.Sreedharan, Partner of M/s V.Sreedharan and Associates, Company Secretaries, Bangalore, was appointed as Scrutinizer for the purpose scrutinizing the poll taken on the below mentioned resolutions, at the 36th Annual General Meeting of the Equity Shareholders of **"Biocon Limited"**, held on Friday, July 25, 2014 at The Tyler Jack's Auditorium, Biocon Research Centre, Plot No. 2, Biocon Special Economic Zone, Bommasandra-Jigani Link Road, Bangalore 560 099 at 03.30 P.M.

V. Sreedharan & Associates Company Secretaries

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
2. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
3. The result of the Poll is as under:

a) RESOLUTION 1

To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date together with the Auditors Report thereon and the Directors' report attached thereto.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
49	9,62,276	100

(ii) Voted **against** the resolution: **NIL**

V. Sreedharan & Associates Company Secretaries

(iii) **Invalid** Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

b) RESOLUTION 2

To declare a dividend of Rs.5.00 per equity share (100%) for the year ended March 31, 2014.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
48	9,62,256	100

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
1	20	Negligible

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

c) RESOLUTION 3

To appoint a director in place of Ms. Kiran Mazumdar Shaw (DIN: 00347229) who retires by rotation and being eligible, offers herself for re-appointment.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
50	9,62,305	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6,25,600

d) RESOLUTION 4

To appoint Auditors and to fix their remuneration.

The retiring auditors M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No: 101049W) are eligible for re-appointment and have confirmed their willingness to accept office, if re-appointed.

V. Sreedharan & Associates Company Secretaries

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
49	9,62,276	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

e) RESOLUTION 5

RESOLVED THAT Dr. Arun S Chandavarkar be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections, 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment

Sreedharan & Associates Company Secretaries

thereof for the time being in force) consent of the Company be and is hereby accorded to the appointment of Dr. Arun S Chandavarkar (DIN: 01596180) as the Chief Executive Officer and Joint Managing Director of the Company for a period of five years effective from April 24, 2014 on terms and conditions, which are as follows:

Salary:

- Monthly salary Rs.20.80 Lakhs including all allowances as per the salary structure of the Company amounting to Rs.2.50 crores on annual basis;
- Performance Bonus (including long term bonus): As per Company's Bonus scheme(s), as applicable to all the employees of the Company, from time to time;
- Variable pay-out: Payable at such intervals, as recommended by Nomination & Remuneration Committee and approved by the Board;
- Contribution to Provident Fund, Superannuation Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company, from time to time;

Perquisites (evaluated as per Income Tax Rules, wherever applicable and actual cost to the Company in other cases):

- Reimbursement of Mobile and Telephone charges based on actuals;

V. Sreedharan & Associates Company Secretaries

- Leave/Holiday Travel allowance and medical reimbursement/allowance as per Company policy;
- Use of Company Car with Chauffeur;
- Club membership up to a maximum of 2 Clubs;
- Leave eligibility and leave encashment as applicable to all the employees of the Company, from time to time;
- Coverage under group Medical Insurance, Group Life Insurance and Personal Accident Insurance as per Company schemes, as applicable to all the employees of the Company, from time to time;

RESOLVED FURTHER THAT Board on the recommendation of Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration and annual incremental thereof, but such remuneration shall not exceed the limits specified in Companies Act, 2013;

RESOLVED FURTHER THAT Ms.Kiran Mazumdar Shaw, Chairman and Managing Director & Mr.John Shaw, Director of the Company be and are hereby authorized jointly and/or severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above appointment and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

Sreedharan & Associates Company Secretaries

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
49	9,62,276	100

(ii) Voted **against** the resolution : **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

f) RESOLUTION 6

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Charles L Cooney (DIN: 01056607), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of one year commencing from his

Sreedharan & Associates Company Secretaries

appointment at the 36th AGM up to the conclusion of 37th AGM to be held in 2015.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
48	9,41,276	97.82

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
1	21,000	2.18

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

g) RESOLUTION 7

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Suresh N Talwar (DIN: 00001456), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of one year commencing from his appointment at the 36th AGM up to the conclusion of 37th AGM to be held in 2015.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
48	9,41,276	97.82

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
1	21,000	2.18

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

h) RESOLUTION 8

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Bala S Manian (DIN: 01327667), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of one year commencing from his appointment at the 36th AGM up to the conclusion of 37th AGM to be held in 2015.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
49	9,62,276	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

i) RESOLUTION 9

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Russell Walls (DIN: 03528496), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of three years commencing from his appointment at the 36th AGM up to the conclusion of 39th AGM to be held in 2017.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
50	9,62,305	100

(ii) Voted **against** the resolution : **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	6,25,600

j) RESOLUTION 10

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Mary Harney (DIN: 05321964), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of three years commencing from her

appointment at the 36th AGM up to the conclusion of 39th AGM to be held in 2017.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
49	9,62,276	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

k) RESOLUTION 11

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.Daniel M Bradbury (DIN: 06599933), Director of

the Company be and is hereby appointed as an Independent Director of the Company for a period of three years commencing from his appointment at the 36th AGM up to the conclusion of 39th AGM to be held in 2017.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
49	9,62,276	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

I) RESOLUTION 12

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Rao Murthy & Associates, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, at a remuneration to be fixed by the Board of Directors in consultation with the Audit Committee of the Company.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
49	9,62,276	100

(ii) Voted **against** the resolution: **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	6,25,629

m) RESOLUTION 13

i. **RESOLVED THAT** in supersession to earlier resolutions and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs 2,000 crores over and above the equity paid-up capital of the Company and its free reserves at any given point of time; including monies already borrowed by the Company on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or

hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade etc.;

ii. **RESOLVED FURTHER THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge on all or anyone or more of the movable/immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Financial Institutions / Banks / Multilateral / Institutions Institutions/Body Corporate, etc. hereinafter referred as "the lenders" to secure any Term Loans/Cash Credit Facilities or the like, obtained/to be obtained from any of the aforesaid lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption, cost, charge(s), expenses and all other monies payable by the Company to such lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the lender(s) in respect of the said borrowing(s), such

security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
47	9,60,740	100

(ii) Voted **against** the resolution : **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	6,27,165

4. 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.

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

6. The consolidated result of the votes cast (by E-voting and by poll) is provided as Annexure-1 to this report.

Thanking You,

Yours faithfully

For V. Sreedharan & Associates

V. Sreedharan
Partner
F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: July 26, 2014

Annexure – 1

Consolidated result of voting (by E- voting and Poll) for resolution numbers 1 to 13 of the notice of the 36th Annual General Meeting of "Biocon Limited" held on Friday,July 25, 2014 at 03.30 P.M.

Resln. No.	Total Valid Votes Cast			Voted in favour of Resolution				Voted against Resolution			
	E-Voting	Poll	Total	E-Voting	Poll	Total	%	E-Voting	Poll	Total	%
1	15,89,11,141	9,62,276	15,98,73,417	15,88,24,497	9,62,276	15,97,86,773	99.95	86,644	0	86,644	0.05
2	15,89,11,141	9,62,276	15,98,73,417	15,89,11,141	9,62,256	15,98,73,397	100	0	20	20	Negligible
3	15,89,11,141	9,62,305	15,98,73,446	15,73,39,524	9,62,305	15,83,01,829	99.02	15,71,617	0	15,71,617	0.98
4	15,78,99,161	9,62,276	15,88,61,437	15,76,12,460	9,62,276	15,85,74,736	99.82	2,86,701	0	2,86,701	0.18
5	15,89,11,141	9,62,276	15,98,73,417	15,89,11,120	9,62,276	15,98,73,396	100	21	0	21	Negligible
6	15,78,99,161	9,62,276	15,88,61,437	15,67,14,108	9,41,276	15,76,55,384	99.24	11,85,053	21,000	12,06,053	0.76
7	15,78,99,161	9,62,276	15,88,61,437	15,68,57,245	9,41,276	15,77,98,521	99.33	10,41,916	21,000	10,62,916	0.67
8	15,89,11,141	9,62,276	15,98,73,417	15,86,24,037	9,62,276	15,95,86,313	99.82	2,87,104	0	2,87,104	0.18
9	15,78,99,151	9,62,305	15,88,61,456	15,78,98,617	9,62,305	15,88,60,922	100	534	0	534	Negligible
10	15,89,11,131	9,62,276	15,98,73,407	15,89,10,997	9,62,276	15,98,73,273	100	134	0	134	Negligible
11	15,89,11,131	9,62,276	15,98,73,407	15,88,91,619	9,62,276	15,98,53,895	99.99	19,512	0	19,512	0.01
12	15,89,11,131	9,62,276	15,98,73,407	15,89,10,828	9,62,276	15,98,73,104	100	303	0	303	Negligible
13	15,89,11,131	9,60,740	15,98,71,871	15,89,11,078	9,60,740	15,98,71,818	100	53	0	53	Negligible

V. Sreedharan & Associates Company Secretaries