Biocon Limited
20th KM Hosur Road
Electronics City
Bangalore 560 100, India
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CIN : L24234KA1978PLC003417

www.biocon.com

July 01, 2016

To,
The Manager Listing
Bombay Stock Exchange Limited
Corporate Relationship Department
Dalal Street, Mumbai – 400 001
Scrip Code: 532523

To,
The Manager Listing
National Stock Exchange of India Limited
Corporate Communication Department
Bandra (EAST), Mumbai – 400 051
Scrip Symbol: BIOCON

Dear Sir/Madam,

Subject: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Voting Results for the 38th Annual General Meeting of BIOCON Limited

We hereby submit the details of voting results for the 38th Annual General Meeting of the Company held on June 30, 2016 pursuant to the requirements of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on all ordinary and special resolutions specified in the AGM Notice dated April 26, 2016.

All the resolutions were passed with the requisite majority by the shareholders. The details of votes cast by shareholders are given in the Annexure.

As required under Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidate Scrutinizer's Report on the remote e-voting and voting through Physical Ballot Poll is also enclosed herewith.

Further, Results of e-voting along with Scrutinizer's Report are also available on the Company's website: www.biocon.com and on the website of our RTA, Karvy at www.karvy.com.

Request to kindly take this intimation on record.

Thanking you,

Yours faithfully,

For Biocon Limited

BIOCON LIMITED ☆ BANGALORE ☆

Kiran Kumar
Company Secretary

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V. SREEDHARAN AND ASSOCIATES
Company Secretaries
No. 32/33, 1st and 2nd Floor, GNR Complex, 8th Cross,
Wilson Garden, Bengaluru 560 027
✆ +91 80 222 90 394 ✉ compliance@sreedharancs.com

FORM No. MGT-13

REPORT OF SCRUTINIZER

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

To,

The Chairperson of the 38th Annual General Meeting of the Equity Shareholders of **"BIOCON LIMITED"** held on Thursday, June 30, 2016 at the Tyler Jack's Auditorium, Biocon Research Centre, Plot no. 2, Biocon Special Economic Zone, Bommasandra Jigani Link Road, Bengaluru - 560099 at 4.00 PM.

Madam,

I, V. Sreedharan, partner of V. Sreedharan and Associates, Company Secretaries, Bangalore, 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 scrutinizing the remote e-voting process and voting by poll taken at the 38th Annual General Meeting of the Equity Shareholders of **"BIOCON LIMITED"** held on Thursday, June 30, 2016 at Tyler Jacks Auditorium Biocon Research Centre, Plot no. 2, Biocon Special Economic Zone, Bommasandra-Jigani Link Road, Bengaluru - 560099.

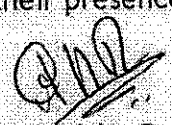
V. Sreedharan & Associates Company Secretaries

We submit our report as under:

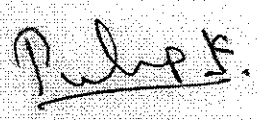
A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M on Tuesday, June 27, 2015 up to 5.00 P.M on Thursday, June 29, 2016.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members, hard copy of Annual Report containing the Notice was sent by courier.
3. The e-voting event was unblocked on June 29, 2016 around 5.32 P.M. in presence of two witnesses, namely Ms. Ashwitha Rai, residing at Sector 2, Room No. 001, Siribolpu, Lakshmi Paradise, Near Amrut Nagar Police Station, Bengaluru 560024 and Mr. Pradeep B. Kulkarni residing at No.53/1-A, SPL Sree Theertha Apartment, 4th Main, 17th Cross, Malleshwaram, Bengaluru 560055 who are not in the employment of the Company.

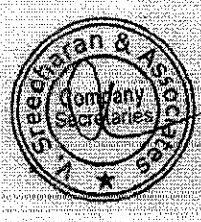
   They have signed below in confirmation of the event being unblocked in their presence:



(Ashwitha Rai)



(Pradeep B. Kulkarni)



B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairperson, 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. There was no polling paper which was incomplete or found defective.

C. Result of E-Voting and Poll is as under:

1. The voting rights were reckoned as on June 23, 2016, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on June 30, 2016 at 5.51 PM to know the voting pattern. The ballot boxes were opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Karvy Computershare Private Limited (https://evoting.karvy.com).
4. The combined result of remote e-voting and poll is as under:

a) RESOLUTION 1

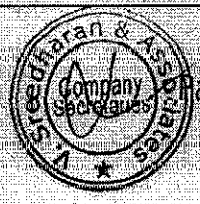
To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon and audited consolidated financial statements of the Company for the financial year ended March 31, 2016.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	249	61	310
Number of votes cast by them	16,11,41,224	15,439	16,11,56,663
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	NIL	1
Number of votes cast by them	15	NIL	15
% of Total Number of valid votes cast	Negligible	NIL	Negligible



(iii) Invalid Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	2	4
Number of votes cast by them	21,160	26	21,186

b) RESOLUTION 2

To confirm the interim dividend paid of Rs. 5.00 per equity share (100%), as final dividend for the year ended March 31, 2016.

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	247	61	308
Number of votes cast by them	16,11,62,004	15,439	16,11,77,443
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	NIL	3
Number of votes cast by them	135	NIL	135
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	2	3
Number of votes cast by them	260	26	286

c) RESOLUTION 3

To appoint a director in place of Dr. Arun S Chandavarkar (DIN: 01596190) who retires by rotation and being eligible, offers himself for re-appointment.

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	246	61	307
Number of votes cast by them	16,10,66,015	15,439	16,10,81,454
% of Total Number of valid votes cast	99.94	100	99.94

(ii) Voted **against** the resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	NIL	5
Number of votes cast by them	96,124	NIL	96,124
% of Total Number of valid votes cast	0.06	NIL	0.06

(iii) Invalid Votes

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	2	3
Number of votes cast by them	260	26	286

d) RESOLUTION 4

To appoint auditors of the company and to fix their remuneration.

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

RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Act, consent of the Company be and is hereby accorded to the appointment of M/s B S R & Co. LLP Chartered Accountants, having registration No. 101248W/ W-100022 as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 38th Annual General Meeting for term of five consecutive years till conclusion of the 43rd Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting), in place of M/s S.R. Batliboi & Associates LLP, Chartered Accountants, who have expressed their inability to continue and that the Board be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee.

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	232	61	293
Number of votes cast by them	16,05,55,751	15,439	16,05,71,190
% of Total Number of valid votes cast	99.62	100	99.62

(ii) Voted against the resolution -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	17	NIL	17
Number of votes cast by them	6,06,188	NIL	6,06,188
% of Total Number of valid votes cast	0.38	NIL	0.38

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	2	4
Number of votes cast by them	460	26	486

e) RESOLUTION 5

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. M. Damodaran (DIN: 02106990) who was appointed as Additional Director with effect from April 26, 2016 and who holds office till the date of the AGM, in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the conclusion of the 41st Annual General Meeting of the Company to be held in 2019.

(i) Voted in favour of Resolution

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	246	61	307
Number of votes cast by them	16,06,10,213	15,439	16,06,25,652
% of Total Number of valid votes cast	99.66	100	99.66

(ii) Voted against the resolution -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	NIL	5
Number of votes cast by them	5,51,926	NIL	5,51,926
% of Total Number of valid votes cast	0.34	NIL	0.34

(iii) Invalid Votes:

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	1	2	3
Number of votes cast by them	260	26	286

f) **RESOLUTION 6**

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(3) 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) and as per the recommendation of Audit & Risk Committee and as approved by the Board of Directors, the remuneration of Rs. 4,50,000/- per annum plus applicable service tax and out of pocket expenses

payable to M/s Rao Murthy & Associates, Cost Accountants appointed as Cost Auditors for the financial year 2016-17 be and is hereby ratified.

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

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	248	61	309
Number of votes cast by them	16,11,61,439	15,439	16,11,76,878
% of Total Number of valid votes cast	100	100	100

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

(iii) **Invalid Votes:**

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	3	2	5
Number of votes cast by them	960	26	986

g) RESOLUTION 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 applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Companies Act, 2013 and any other applicable laws, rules and regulations for the time being in force, the members do approve new ESOP Grants under the existing ESOP Plan - Grant IX for the eligible new joiners and Grant X for eligible existing employees respectively and further do approve discontinuation of offering of new grants under the existing Grant VI, VII & VIII.

RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.

(i) Voted in favour of Resolution -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	155	61	216
Number of votes cast by them	15,06,27,723	15,439	15,06,43,162
% of Total Number of valid votes cast	93.47	100	93.46

(ii) Voted against the resolution -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	95	NIL	95
Number of votes cast by them	1,05,34,007	NIL	1,05,34,007
% of Total Number of valid votes cast	6.53	NIL	6.54

(iii) Invalid Votes -

	E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	2	2	4
Number of votes cast by them	460	26	486

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

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates

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

Place: Bengaluru

Dated: July 01, 2016