

**CORPORATE GOVERNANCE REPORT**

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity    **- Biocon Limited**  
 2. Quarter ending           **- March 31, 2019**

<b>I. Composition of Board of Directors</b>										
Title (Mr./ Ms.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure (in months)	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Ms.	Kiran Mazumdar Shaw	00347229	ACMPM8240N	C & ED	01-Apr-2015		-	5	2	0
Mr.	J M M Shaw	00347250	AMCPS7766H	NED	01-Apr-2010			2	1	0
Mr.	Arun Suresh Chandavarkar	01596180	AAJPC6667N	CEO & ED	25-July-2014		-	1	2	0
Mr.	Ravi Rasendra Mazumdar	00109213	AOEPM2907E	NED	08-Aug-2000		-	1	1	0
Mr.	Russell Walls	03528496	ACOPW1692E	ID	28-July-2017		24	2	3	1
Ms.	Mary Harney	05321964	AIOPH6778E	ID	28-July-2017		60	1	0	0
Mr.	Daniel Mark Bradbury	06599933	ZZZZZ9999Z	ID	28-July-2017		60	1	1	1
Mr.	Vijay Kuchroo	07071727	AYDPK2094B	ID	28-July-2018		60	2	0	0
Mr.	Jeremy M Levin	07071720	ZZZZZ9999Z	ID	28-July-2018		60	1	1	0
Mr.	Meleveetil Damodaran	02106990	AADPD1546K	ID	30-Jun-2016		36	6	5	4
Mr.	Bobby Kanubhai Parikh	00019437	AABPP6062C	ID	27-July-2018		36	2	3	0

II. Composition of Committees

<b>Audit Committee</b>				
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Date of Appointment</b>
1	Mr. Russell Walls	ID	Chairperson	25-07-2012
2	Mr. Daniel Mark Bradbury	ID	Member	25-04-2013
3	Dr. Levin M Jeremy	ID	Member	09-10-2015
4	Mr. Meleveetil Damodaran	ID	Member	26-04-2016
5	Mr. Bobby Kanubhai Parikh	ID	Member	27-07-2018

<b>Stakeholders Relationship Committee</b>				
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Date of Appointment</b>
1	Mr. Daniel Mark Bradbury	ID	Chairperson	05-10-2015
2	Mr. Russell Walls	ID	Member	05-10-2015
3	Mr. Bobby Kanubhai Parikh	ID	Member	27-07-2018
4	Mr. Ravi Rasendra Mazumdar	NED	Member	05-10-2015

<b>Corporate Social Responsibility Committee</b>				
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Date of Appointment</b>
1	Ms. Mary Harney	ID	Chairperson	24-04-2014
2	Dr. Vijay Kumar Kuchroo	ID	Member	22-01-2015
3	Mr. Ravi Rasendra Mazumdar	NED	Member	05-10-2015

<b>Nomination and Remuneration Committee</b>				
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Date of Appointment</b>
1	Ms. Mary Harney	ID	Chairperson	05-10-2015
3	Dr. Vijay Kumar Kuchroo	ID	Member	05-10-2015
3	Mr. Ravi Rasendra Mazumdar	NED	Member	09-10-2015
4	Ms. Kiran Mazumdar Shaw	C & ED	Member	27-04-2017

<b>Risk Management Committee</b>				
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Date of Appointment</b>
1	Mr. Russell Walls	ID	Member	24-01-2019
2	Mr. Daniel Mark Bradbury	ID	Member	24-01-2019
3	Dr. Levin M Jeremy	ID	Member	24-01-2019
4	Mr. Meleveetil Damodaran	ID	Member	24-01-2019
5	Mr. Bobby Kanubhai Parikh	ID	Member	24-01-2019

Notes:  
 The Audit & Risk Committee of the Board was split into two separate Committees i.e. Audit Committee and Risk Management Committee with effect from 24 January 2019. Hence, the date of appointment of members of Risk Management Committee has been accordingly mentioned as 24 January 2019.

Further, the members of the Risk Management Committee would appoint a Chairperson of the Committee at its first meeting scheduled on 25 April 2019, who shall be the regular Chairperson of the Committee going forward.

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
October 25, 2018	January 7, 2019	73
-	January 24, 2019	16

IV. Meeting of Committees				
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	January 24, 2019	Y	October 24, 2018	90
Stakeholder Relationship Committee	January 24, 2019	Y	October 24, 2018	90
Nomination and Remuneration Committee	January 24, 2019	Y	October 24, 2018	90
Corporate Social Responsibility Committee	January 24, 2019	Y	-	
Nomination and Remuneration Committee	January 7, 2019	Y	-	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**ANNEXURE II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.biocon.com/biocon_invtrrelations.asp">http://www.biocon.com/biocon_invtrrelations.asp</a>

11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.biocon.com/biocon_invrelations.asp">http://www.biocon.com/biocon_invrelations.asp</a>
12	Financial results	Yes		<a href="http://www.biocon.com/biocon_invrelations.asp">http://www.biocon.com/biocon_invrelations.asp</a>
13	Shareholding pattern	Yes		<a href="http://www.biocon.com/biocon_invrelations.asp">http://www.biocon.com/biocon_invrelations.asp</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
16	Disclosure of notes on website in terms of Listing Regulations explanatory	NA		

**Annexure 1**

**VI. Affirmations**

S. No.	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 100 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	NA

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	

14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
<b>Any other information to be provided</b>				



**Annexure II**

**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
<b>Any other information to be provided</b>		

**Sd/-**

**Name** : Siddharth Mittal  
**Designation** : Compliance Officer  
**Place** : Bengaluru  
**Date** : April 12, 2019