



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

Letter No: 2017/SEC/APR/019

May 05, 2017

The Manager,
Dept. of Corporate Services- Listing,
The Bombay Stock Exchange Limited,
P J Tower, Dalal Street,
Mumbai – 400 001.

The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra – East,
Mumbai – 400051.

BSE – Scrip code - 532523

NSE – Symbol - BIOCON

Dear Sir / Madam,

Sub: - Postal Ballot Notice to Shareholders.

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further to our letter no: 2017/SEC/APR/013 dated April 27, 2017, please find enclosed a copy of Postal Ballot Notice dated April 27, 2017, seeking approval of the members for the following resolutions.

- i) Increase in the Authorized Share Capital of the Company from Rs. 110 crores to Rs. 300 crores and consequent alteration in the Memorandum of Association of the Company.
- ii) Capitalization of free reserves and issue of Bonus Shares in the ratio of 2:1.

The Postal Ballot Notice, together with explanatory statement and Postal Ballot form, is being sent to the members whose names appear on the Register of Members/list of Beneficial owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on April 28, 2017.

The company has engaged the services of Karvy Computershare Private Limited for providing e-voting facility to all its Members. The voting through postal ballot and e-voting will commence at 9:00 hours (IST) on Saturday, May 06, 2017 and shall end at 18:00 hours (IST) on Sunday, June 04, 2017. The results of postal ballot will be declared on or before Wednesday, June 07, 2017.

Kindly take on record the same.

Thanking you,
For BIOCON LIMITED


Rajiv Balakrishnan
Company Secretary



Biocon Limited
CIN: L24234KA1978PLC003417
Regd. Office: 20th KM, Hosur Road, Electronics City, Bangalore – 560100
Email: co.secretary@biocon.com ; website: www.biocon.com
Phone: 080 – 2808 2808 Fax: 080-28523423

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read together with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the following two resolutions are proposed to be passed by the members through postal ballot/ electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons there of is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. M. Damodaran (FCS: 5837 CP: 5081) Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 18:00 hours IST on June 04, 2017. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that Postal Ballot forms received after 18:00 hrs IST on June 04, 2017 shall be deemed invalid.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on or before June 07, 2017 and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, www.biocon.com.

Resolutions

Item No. 1: Increase in the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from Rs. 1,10,00,00,000 (Rupees One Hundred and Ten Crores only) divided into 22,00,00,000 (Twenty Two Crores) equity shares of Rs. 5 (Rupees Five only) each to Rs. 300,00,00,000 (Rupees Three Hundred Crores only) divided into 60,00,00,000 (Sixty Crores) equity shares of Rs. 5 (Rupees Five only) each and that the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

"V. The authorised share capital of the Company is Rs. 300,00,00,000 (Rupees Three Hundred Crores only) divided into 60,00,00,000 (Sixty Crores) equity shares of Rs. 5 (Rupees Five only) each."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute

discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

Item No. 2: Issue of Bonus Shares by way of Capitalisation of Reserves

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Article 98 of Articles of Association of the Company and subject to such approvals, consents, permissions and/or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the “concerned authorities”) and subject to fulfilment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the concerned authorities from time to time in granting, any such approvals, consents, permissions or sanctions, consent of the members of the Company be and is hereby accorded for capitalization of such sum standing to the credit of General Reserve account or such other account as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) for distribution among the members of existing fully paid equity shares of Rs. 5/- each of the Company, issue of fully paid up bonus shares of Rs. 5 (Rupees Five only) each in the proportion of two equity shares for every one equity share held by the members of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners of the Depository as on the record date to be determined by the Board”.

“RESOLVED FURTHER THAT all such new shares as and when issued shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares. Share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, or the new equity bonus shares shall be credited to the demat account of the allottees, as the case may be”.

“RESOLVED FURTHER THAT the allotment of new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, including but not limited to making appropriate adjustments to the stock options (whether vested, un-vested and yet to be granted) under the Employees Stock Option Plan 2000, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.”

By Order of the Board of Directors
For Biocon Limited

Place: Bengaluru
Date: April 27, 2017

Rajiv Balakrishnan
Company Secretary

Biocon Limited
Registered Office: 20th KM. Hosur Road
Electronic City, Bangalore
Karnataka - 560100
CIN: L24234KA1978PLC003417
T: 91 80 2808 2808
F: 91 80 2852 3423
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NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts pertaining to the resolutions is annexed hereto along with the Postal Ballot form for your consideration.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on April 28, 2017. The Postal ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose name appear on the Register of Members/ List of Beneficial Owners as on April 28, 2017 will only be considered for the purpose of voting.
4. Resolutions passed by the members with requisite majority through postal ballot shall be deemed to have been passed at a General Meeting of the members convened on that behalf.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot forms will be treated as invalid.
6. In case a member is desirous of obtaining a printed Postal Ballot form or a duplicate, he or she may send an email to Co.secretary@biocon.com. The Registrar and Transfer Agent/ Company shall forward the same along with the postage-prepaid self-addressed Business Reply Envelope to the member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on April 28, 2017. The postal ballot period commences on May 06, 2017 (09:00 hrs IST) and ends on June 04, 2017 (18:00 hrs IST).
8. In compliance with the provisions of section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Karvy Computer Share Private Limited (Karvy). The instructions for electronic voting forms part of the Postal Ballot form, annexed to this Notice.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e.18:00 Hours IST) on June 04, 2017. The postage will be borne by the Company. However, envelopes containing postal ballot, if sent by courier or registered/speed post at the expense of the members will also be accepted. Postal ballot forms received after 18:00 hrs IST on June 04, 2017 shall be deemed invalid.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman/any Director of the Company/ Company Secretary, as soon as possible after the last date of receipt for Postal Ballot Forms but not later than the close of working hours of June 07, 2017 at the registered office. The results of the Postal Ballot will also be displayed on the website of the Company www.biocon.com besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the notice until the last date for receipt of votes by postal ballot/ e-voting. The date of declaration of Postal Ballot result shall be construed as the date of passing the resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 1 and 2

The equity shares of your Company are listed and actively traded on National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). With a view to encouraging the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholders' base, the Board of Directors at its meeting held on April 27, 2017 considered, approved and recommended a bonus issue of two equity shares for every one equity share held as on the 'record date' to be determined by the Board by capitalizing a part of the amount standing to the credit of General Reserve account or such other account as may be considered appropriate by the Board of Directors of the Company.

The current authorized share capital of your Company is Rs.1,10,00,00,000 (Rupees One Hundred and Ten Crores only) divided into 22,00,00,000 (Twenty Two Crores) equity shares of Rs. 5 (Rupees Five only).

The issue of bonus shares as aforesaid would require increase in the authorized share capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board of Directors at its meeting held on April 27, 2017 has proposed to increase the authorized share capital to Rs. 300,00,00,000 (Rupees Three Hundred Crores only) divided into 60,00,00,000 (Sixty Crores) equity shares of Rs. 5 (Rupees Five only) each.

The issue of bonus shares would, inter alia, require appropriate adjustments to the stock options (whether vested, unvested or yet to be granted) under the Employees Stock Option Plans of the Company implemented pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time such that all the options outstanding as on record date (vested and unvested options including lapsed and forfeited options available for reissue) as well as stock options which are available for grant and those already granted but not exercised as on record date shall be proportionately adjusted. It is proposed to authorize the Board to take all necessary actions and to complete all the regulatory formalities in this regard.

Pursuant to the provisions of Sections 13, 61, 63 and other applicable provisions of the Companies Act, 2013, increase in the authorized share capital, alteration of the capital clause of the Memorandum of Association and capitalisation of the reserves for the purpose of issue of bonus shares of the Company requires approval of the members. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the members is sought through Postal Ballot instead of transacting such businesses at a General Meeting.

Accordingly, the Board recommends the resolution set forth in Item No.1 to be passed as a Special Resolution and Item No. 2 to be passed as an Ordinary Resolution by the members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 and 2 of this Notice except to the extent of their shareholding and outstanding Stock Options held by them in the Company.

By Order of the Board of Directors
For Biocon Limited

Place: Bengaluru
Date: April 27, 2017

Rajiv Balakrishnan
Company Secretary

Biocon Limited
Registered Office: 20th KM. Hosur Road
Electronic City, Bangalore
Karnataka - 560100
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CIN: L24234KA1978PLC003417

Regd. Office: 20th KM, Hosur Road, Electronics City, Bangalore – 560100

Email: co.secretary@biocon.com ; website: www.biocon.com

Phone: 080 – 2808 2808 Fax: 080-28523423

POSTAL BALLOT FORM

Serial No. :

1. Name and registered address of the sole / first named member :

2. Name(s) of the joint holder(s) if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to members holding shares in dematerialized form)

4. Number of shares held :

I/ We hereby exercise my/ our votes in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated April 27, 2017 of Biocon Limited (“the Company”) by conveying/ recording my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Description	Number of shares for which Vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for increase in the Authorized Share Capital of the Company from Rs. 110 crores to Rs. 300 crores and consequent alteration in the Memorandum of Association of the Company			
2.	Ordinary Resolution for capitalisation of free reserves and issue of Bonus Shares in the ratio of 2:1.			

Place :

Date :

Signature of the Member

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Electronic Voting Particulars

EVEN (e-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the instructions printed overleaf before exercising your vote.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

1. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy)
 - (A) In case a member receives an email from Karvy [for members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Name of the Company’
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. If the member does not indicate either “FOR” or “AGAINST” it will be treated as the member has abstained from voting on the Resolutions and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - x. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email kjr@mdassociates.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name Event No.”
 - (B) In case of members receiving physical copy of Notice [for members whose email IDs are not registered with the Company/Depository Participants (s)]:
 - i. E-Voting Event Number (EVEN), User ID and Password is provided at the bottom of the Postal Ballot Form.
 - ii. Please follow all steps from Sl. No. (i) to (x) above as mentioned in (A) above to cast your vote.
2. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Suresh, (Unit: Biocon Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
3. The e-voting period commences on May 06, 2017 (9:00 Hours IST) and ends on June 04, 2017 (18:00 Hours IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of April 28, 2017, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Members cannot exercise votes by proxy.
4. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. April 28, 2017. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.