



Notice

NOTICE IS HEREBY GIVEN THAT THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BIOCON LIMITED WILL BE HELD ON THURSDAY, JUNE 30, 2016, AT 4:00 P.M. AT THE TYLER JACK'S AUDITORIUM, BIOCON RESEARCH CENTRE, PLOT NO. 2, BIOCON SPECIAL ECONOMIC ZONE, BOMMASANDRA-JIGANI LINK ROAD, BANGALORE 560 099, TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the audited financial 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.
2. To confirm the interim dividend paid of ₹ 5.00 per equity share (100%), as final dividend for the year ended March 31, 2016.
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.
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".

Special Business

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".

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 ₹ 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"

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."

By Order of the Board of Directors

For Biocon Limited

(Sd/-)

Kiran Mazumdar-Shaw

Chairperson and Managing Director

Place: Bangalore

Date: April 26, 2016

Biocon Limited

Regd. Office: 20th KM, Hosur Road,

Electronics City, P.O, Bangalore – 560100

CIN: L24234KA1978PLC003417

Email: Investor.relations@biocon.com; website: www.biocon.com

Phone: 080 – 2808 2808 Fax : 080 – 2852 3423

NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the company.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. The instrument appointing a proxy, in order to be effective, should be deposited at the registered office of the company, duly completed signed and stamped, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Members/proxies should bring attendance slips along with their copy of annual report to attend the meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto
6. The Register of Directors Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, June 24, 2016 to Thursday, June 30, 2016 (both days inclusive).
8. Members holding shares in Electronic (demat) form are advised to inform the particulars of their bank account, change of address and email ids to their respective Depository Participants only. The Company or its R & T Agents i.e. Karvy cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions shall be given directly to the depository participants by the members.
9. Members holding shares in physical form are advised to inform the particulars of their bank account, change of address and email ids to Karvy Computershare Private Ltd. (Unit: Biocon Ltd), Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.
10. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DP ID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Karvy Computershare Private Ltd. (Unit: Biocon Ltd), Plot No. 17 – 24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.
11. Members who have not registered their mail address so far with their Depository Participants are requested to registered their email address for receiving all the communications including annual report, notices etc., in electronic mode.
12. Members are requested to note that as per section 123 of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government. Therefore, the amount of unclaimed dividend upto financial years ended March 31, 2008 has been transferred, and for the financial year ended March 31, 2009 is due for transfer to IEPF in August 2016. The status of the dividends remaining unclaimed /unpaid with the respective due dates of transfer to IEPF is provided in the Corporate Governance report of this annual report.
13. Copies of Notice, Annual report are being sent by electronic mode to those members whose email ids are available with our R&T agents unless members requested for physical copy. For members whose email ids are not available physical copy has been sent by permitted mode.
14. Members may note that 38th AGM Notice, Annual Report, attendance slip, proxy form and e-voting instructions are also available in the company's website i.e. www.biocon.com.
15. Member's note that the Company is providing the facility of e-voting and all businesses may be transacted through e-voting facility. The complete instructions on e-voting facility provided by the Company is annexed to this notice.
16. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send a certified true copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (8:30 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
18. Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2 and 5 is as follows:

Particulars	Mr. M. Damodaran	Dr. Arun S Chandavarkar
DIN	02106990	01596180
Date of Birth	04/05/1947	11/11/1961
Date of Appointment	26/04/2016	24/04/2014
Qualifications	B.A., LL.B.	B. Tech from IIT, Bombay, Ph.D. in Biochemical Engineering from the Massachusetts Institute of Technology, Cambridge, USA.
Experience in specific functional areas	<p>Played a pioneering role in promoting Corporate Governance in India.</p> <p>Held a number of important positions in the Central and State Governments and in India's financial sector, including Chairman, Securities Exchange Board of India (SEBI), Chairman, Unit Trust of India (UTI), and Chairman, Industrial Development Bank of India (IDBI), and Chief Secretary, Government of Tripura.</p>	<p>Played a pivotal role in the evolution of the Company over the last 26 years including leading key strategic initiatives.</p> <p>Has expertise across diverse technology platforms spanning recombinant proteins, monoclonal antibodies and small molecules.</p>

Particulars	Mr. M. Damodaran	Dr. Arun S Chandavarkar
Relationship with any Director(s) of the Company	None	None
Directorship held in other listed entities	Refer table below	None
Membership/Chairmanship of Committees of listed - entities	Refer table below	None
Number of shares held in the company	None	2200000

Details of Directorship/Membership/Chairmanship of Committees held in other listed entities by Mr. Damodaran:

Name of the Company in which he holds Directorship	Committee	Chairman/Member
Sobha Limited	Audit Committee	Member
Hero MotoCorp Limited	Audit Committee	Member
	Risk Management Committee	Chairman
	Stakeholder Relationship Committee	Member
Tech Mahindra Limited	Audit Committee	Member
	Risk Management Committee	Member
Larsen & Turbo Limited	Audit Committee	Member
CRISIL Limited	Audit Committee	Chairman
	Stakeholder Relationship Committee	Chairman
	Investment Committee	Member

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

Resolution No. 4

S.R. Batliboi & Associates LLP. have been Statutory Auditors of the Company for more than a decade. Considering the requirement of rotation of auditors as per the provisions of the Companies Act 2013, the statutory auditors have expressed their inability to continue post this AGM and have accordingly informed their decision to step down.

A special notice has been received under Section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors. The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered and recommend the passing of the Special Resolution appointing M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors in place of M/s S.R. Batliboi & Associates LLP. Written consent of the proposed auditors together with a certificate that the appointment, if made, would be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

The Board recommends the resolution for the approval of the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested or otherwise, in the resolution.

Resolution No. 5

The Board of Directors at their meeting held on April 26, 2016 appointed Mr. M. Damodaran as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act 2013, Mr. M. Damodaran, will hold office up to the date of ensuing AGM. The Company has received notice in writing under Section 160 of the Companies Act from a member proposing the appointment of Mr. M. Damodaran as Independent Director, not liable to retire by rotation, under Section 149 of the Companies Act, 2013.

The Company has received declaration from Mr. M. Damodaran that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days upto the date of the AGM.

No Director, Key Managerial Personnel or their relatives except Mr. M. Damodaran, to whom the resolution relates are interested or concerned in the resolution.

The Board recommends the resolution for the approval of the members



Brief profile of Mr. M Damodaran

M. Damodaran has held a number of important positions in the Central and State Governments and in India's financial sector, including Chairman, Securities Exchange Board of India (SEBI), Chairman, Unit Trust of India (UTI), Chairman, Industrial Development Bank of India (IDBI), Chief Secretary, Government of Tripura. After successful stints at UTI, IDBI and SEBI, he has set up Excellence Enablers Private Limited (EEPL), a Corporate Governance and Board Advisory consultancy firm. His pioneering role in promoting Corporate Governance in India enables EEPL with an experience-based leadership role in corporate governance advisory work. In addition, he is presently a consultant, advisor, coach and mentor and sits on the Boards of some leading companies as well as on the Advisory Boards of some foreign institutions.

Other details:

Date of Birth	04/05/1947
Date of Appointment on the Board	26/04/2016
Shareholding in Equity shares of the Company and percentage of holding in share capital	NIL

Resolution No. 6

The Board, on the recommendation of the Audit Committee, has approved the re-appointment of M/s Rao Murthy & Associates, Cost Auditors at remuneration of ₹ 4.50 lakhs plus applicable service tax and out of pocket expenses payable to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Hence this resolution is put for the consideration of the shareholders.

The Board recommends the resolution for the approval of the members

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Resolution No. 7

The Securities and Exchange Board of India, replaced the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("New Regulation"), with effect from October 28, 2014.

The Company has an Employee Stock Option Plan ("ESOP") which is administered by the Nomination & Remuneration Committee for the benefit of employees of the Group, through the Biocon India Limited Employees Welfare Trust ("Trust"). The details of stock options granted and outstanding forms part of the Board's Report.

On September 27, 2001, Biocon's Board of Directors approved the Biocon Employee Stock Option Plan ("ESOP Plan 2000") for the grant of stock options to the employees of the Company and its subsidiaries/joint-venture company. A Nomination and Remuneration Committee has been constituted to administer the plan through a trust established specifically for this purpose, called the Biocon India Limited Employee Welfare Trust (ESOP Trust) which was also approved by the members at the AGM held on July 24, 2015.

Considering that the exercise price under the existing ESOP scheme is prohibitive, it is proposed to vary the scheme by reducing the number of the options granted to employees from the stock option pool and also to price such reduced options at a discount on the original exercise price. It is proposed to roll out two new Grants under the existing ESOP Plan /scheme and to discontinue offering of new options/grants under the existing Grants VI, VII & VIII.

The features of new ESOP Grant –

- Grant IX for the eligible new joiners
- Grant X for the eligible existing employees
- The new grants will be rolled out prospectively from date of approval of shareholders.
- The new grants will offer lesser number (50% of the original grant) of shares at 50% of the market price (NSE close price) of the preceding day to the date of grant.
- All other terms viz., the beneficiaries, vesting period, exercise period, performance criteria would remain the same as of Grant VI & Grant VII as determined by Nomination and Remuneration Committee.

Board is of the view that the new Grants under the existing ESOP Plan would be more attractive, considering the discount to the market price and the reduced upfront payment for exercise of shares and that they are in the interest of the employees.

As per regulation 7(2) of the New Regulation, the Company is required to obtain the consent of the members by way of a Special Resolution to vary the terms of an ESOP or ESPS Scheme of the Company. Hence the resolution at item no 7.

Brief description of the scheme

Total no of options to be granted.	The ESOP trust holds 38,76,828 shares as at March 31, 2016. Further the trust is authorised to make secondary market purchases and such additional shares would also form part of ESOP grant pool.
Identification and appraisal of classes of employees/ participants entitled to participate in Employee stock option plan	As may be determined by the Nomination and Remuneration Committee. The criteria for determining the eligibility of an Employee/ Participant to receive options may be prescribed and/ or revised from time to time at the discretion of the Nomination and Remuneration Committee.
Requirement of vesting & vesting period	The options shall vest in the ratio as decided by the Nomination and Remuneration Committee The options granted shall vest so long as the employee continues to be in the employment of the Company.
Maximum Period within which the options/benefits shall be vested	The options shall vest over a maximum period of 5 years.
Exercise Price, Exercise Period & process	The Nomination and Remuneration Committee will determine the exercise price based on the pricing formula which shall not be less than the face value of shares as on the date of grant of the options. Options granted under the plan and vested with the participants shall be exercised within the period as specified by the Nomination and Remuneration Committee from the date of each vesting and may be exercised as per the process specified from time to time
Maximum no of options, shares as the case may to be issued per employee and in aggregate.	Total no of shares transferred to an individual Participant will not exceed 500,000 shares.
Implementation of Employee stock option plan 2000 through ESOP Trust	The plan/ shall be implemented through Biocon India Limited Employees Welfare trust created pursuant to the ESOP trust deed.

Employee/Participants	A permanent employee of the Company, or of its subsidiary, in India or outside India. Executive Directors of the Company, excluding an Independent director, or that of its subsidiary. Excludes an employee who is a Promoter of the company or belongs to the promoter group or a director who either himself or through his relatives or anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the company.
Primary/Secondary Route:	The Nomination and Remuneration Committee shall decide on exploring the option for issuance of shares upon exercise, either by way of primary issue or by way of secondary acquisition by the trust, subject however to adherence with applicable laws and regulations as prevailing and in force from time to time. The maximum percentage of secondary acquisition that may be made by the trust for the purposes of ESOP shall be decided by the Nomination and Remuneration Committee from time to time not exceeding 2% of the paid up capital of the Company, in compliance with applicable laws and regulations as prevailing and in force.
Loan for implementation of scheme	The Company may from time to time, if required, subject to such approval, give loan to the trust for implementation of scheme for such tenure, utilisation and pre-defined repayment terms as agreed upon.

The Company shall comply with the accounting policy as applicable from time to time and as specified in the SEBI ESOP Regulations. The Company shall use fair value method to value its options.

Considering that no shares are proposed to be issued by the Company, there would not be any dilution of rights by shareholders.

The Board recommends the resolution for the approval of the members.

None of the Directors and their relatives, Key Managerial Personnel of the Company are deemed to be interested in the resolution except to the extent of their ESOP entitlements.

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**PROXY FORM
Biocon Limited**

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

38th Annual General Meeting – June 30, 2016

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

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

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ .

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on the Thursday, June 30, 2016 at 4:00 p.m. at Tyler Jack's Auditorium, Biocon Research Centre, Plot No. 2, Biocon Special Economic Zone, Bommasandra – Jigani Link Road, Bengaluru – 560 099, any adjournment thereof in respect of such resolutions as are indicated overleaf:

(Contd...)

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**ATTENDANCE SLIP
Biocon Limited**

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

38th Annual General Meeting – June 30, 2016

Name	
Folio No/ DPID / Client ID	
Number of shares	

I certify that I am registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Thirty Eighth Annual General Meeting of the Company to be held on Thursday, June 30, 2016 at 4:00 pm at Tyler Jack's Biocon Park, Plot No 2 & 3, Bommasandra IV Phase Jigani Link Road, Bengaluru - 560 099.

Name of the member/proxy
(in BLOCK letters)

Signature of member/proxy

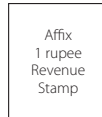
Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Shareholders are informed that no duplicate attendance slips will be issued at the venue of meeting. Members are requested to bring their copies of the Annual Report to the meeting.

Sl. No	Resolutions	Optional*	
		for	Against
Ordinary Business			
1	Adoption of Financial Statements for the year ended March 31, 2016		
2	Approval of Interim Dividend as final dividend for the year ended March 31, 2016		
3	Re-appointment of Mr. Arun S Chandavarkar, who retires by rotation, being eligible, seeks re-appointment		
4	Appointment of M/s B S R & Co. LLP Chartered Accountants, as the Statutory Auditors of the Company for a term of five years		
Special Business			
5	Appointment of Mr. M. Damodaran as an Independent Director for a period of 3 year i.e. till the conclusion of 41st AGM		
6	Approve the remuneration for M/s Rao Murthy & Associates, Cost Auditors for FY 2016-17.		
7	Approve issue of new ESOP Grants under existing ESOP Plan.		

Signed this _____ day of _____, 2016

Signature of shareholder _____

Signature of Proxy holder(s) _____



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting
 2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 38th Annual General Meeting.
 3. Please complete all details including details of member(s) in above box before submission.
- * It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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