

## CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: BIOCON Limited
2. Quarter ending: June 30, 2017

<b>I. Composition of Board of Directors</b>								
Title (Mr/Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number 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	ACMPM8240N 00347229	Chairperson & Managing Director	01.04.2015		5	0	0
Mr	John McCallum Marshall Shaw	AMCPS7766H 00347250	Vice Chairman & Whole-time Director	01.04.2010	-	2	0	0
Mr	Arun Suresh Chandavarkar	AAJPC6667N 01596180	CEO & Joint Managing Director	25.07.2014	-	1	2	0
Mr	Ravi Rasendra Mazumdar	AOEPM2907E 00109213	Non-Executive	08.08.2000	-	1	1	0
Mr	John Russell Fotheringham Walls	ACOPW1692E 03528496	Independent	25.07.2014	2014-2017 (36 months)	2	6	3
Ms	Mary Harney	AIOPH6778E 05321964	Independent	25.07.2014	2014-2017 (36 months)	1	0	0
Mr	Daniel Mark Bradbury	ZZZZZ9999Z 06599933	Independent	25.07.2014	2014-2017 (36 months)	1	3	1
Mr	Levin M Jeremy	ZZZZZ9999Z 07071720	Independent	24.07.2015	2015 – 2018 (36 months)	1	1	0
Mr	Vijay Kumar Kuchroo	AYDPK2094B 07071727	Independent	24.07.2015	2015 – 2018 (36 months)	2	1	0
Mr.	Meleveetil Damodaran	AADPD1546K 02106990	Independent	30-06-2016	2016- 2019 (36 Months)	5	7	2

<b>I. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit and Risk Committee*	1. Mr. John Russell Fotheringham Walls (Chairman)	Non-executive – Independent Director
	2. Mr. Daniel Mark Bradbury	Non-executive – Independent Director
	3. Mr. Levin M Jeremy	Non-executive – Independent Director
	4 Mr. Meleveetil Damodaran	Non-executive – Independent Director
2. Nomination and Remuneration Committee	1.Ms. Mary Harney (Chairperson)	Non-executive – Independent Director
	2.Mr. Vijay Kumar Kuchroo	Non-executive – Independent Director
	3.Mr. Ravi Rasendra Mazumdar	Non- executive – Non Independent Director
	4.Ms. Kiran Mazumdar Shaw	Executive Director
3. Stakeholders Relationship Committee'	1.Mr. Daniel Mark Bradbury (Chairman)	Non-executive – Independent Director
	2.Mr. John Russell Fotheringham Walls	Non-executive – Independent Director
	3.Mr. Ravi Rasendra Mazumdar	Non- executive – Non Independent Director
4. Corporate Social Responsibility Committee	1.Ms. Mary Harney (Chairperson)	Non-executive – Independent Director
	2.Mr. Vijay Kumar Kuchroo	Non-executive – Independent Director
	3.Mr. Ravi Rasendra Mazumdar	Non- executive – Non Independent Director

\*Note: The title of the Audit committee was changed to Audit and Risk Committee on July 2014

<b>II. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
January 24, 2017	April 27, 2017	92

<b>I. Meeting of Committees</b>				
<i>Name of the Committee(s)</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit and Risk Committee	April 27, 2017	Yes	January 24, 2017	92
Stakeholders Relationship Committee	April 27, 2017	Yes	January 24, 2017	92
Nomination and Remuneration Committee	April 27, 2017	Yes	January 24, 2017	92

<b>III. Related Party transactions</b>	
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

**IV. Affirmation**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit and Risk Committee
  - b. Nomination and remuneration committee
  - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. ~~This report and/or~~ the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

Signature: SD/-  
Name : Rajiv Balakrishnan  
Designation: Company Secretary