

Date of submission: March 13, 2019

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To The Secretary BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code - 532523	To The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 Scrip Code- BIOCON
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Dear Sir/Madam,

Sub: Voting results and Scrutinizers Report on Postal Ballot

We refer to our letter dated February 8, 2019, seeking approval of the members by way of Postal Ballot (including e-voting) on the following resolutions;

- 1) Alter the Articles of Association
- 2) Approve payment of remuneration to Non-Executive Non-Independent Directors by way of commission
- 3) Approve payment of remuneration to Independent Directors by way of commission
- 4) Approve the continuation of directorship of Mr. John Russell Fotheringham Walls (DIN: 03528496), as a Non-Executive Independent Director of the Company, who will attain the age of 75 years before March 31, 2019, till the conclusion of 41st Annual General Meeting to be held in 2019

The Voting on Postal Ballot concluded at 17.00 hours on March 11, 2019 and the Scrutinizer has submitted his report on the Postal Ballot Result (including e-voting) on March 13, 2019.

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the aforementioned resolutions have been passed with requisite majority. The details of votes cast by members are given in the attached Annexure A.

As required under Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Scrutinizer's Report on the Postal Ballot (including e-voting) is enclosed as Annexure B.

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 Karvy Fintech Pvt. Ltd., the Registrar and Share Transfer Agents of the Company at www.karvy.com

Request you to kindly take this intimation on record and oblige.


Thanking You,
Yours faithfully
For Biocon Limited


Satish Kumar SS
Company Secretary





BIOCON LIMITED Annexure A								
Company Name		BIOCON LIMITED						
Date of the AGM/EGM		NA						
Total number of shareholders on record date		153459						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		NA						
Public:		NA						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		NA						
Public:		NA						
Resolution - 1								
Resolution required: (Ordinary/ Special)		SPECIAL - ALTER THE ARTICLES OF ASSOCIATION						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	363748596	362985990	99.7903	362985990	0	100.0000	0.0000
	Poll	363748596	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	363748596	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	132453390	110181343	83.1850	106800252	3381091	96.9313	3.0686
	Poll	132453390	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	132453390	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	103798014	25771220	24.8282	25763903	7317	99.9716	0.0283
	Poll	103798014	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	103798014	5762	0.0056	5512	250	95.6612	4.3387
Total		600000000	498944315	83.1574	495555657	3388658	99.3208	0.6792

Katikkumar SS



Resolution - 2								
Resolution required: (Ordinary/ Special)		ORDINARY - PAYMENT OF REMUNERATION TO NON EXECUTIVE NON-INDEPENDENT DIRECTORS BY WAY OF COMMISSION						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	363748596	2295042	0.6309	2295042	0	100.0000	0.0000
	Poll	363748596	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	363748596	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	132453390	109417759	82.6085	109410255	7504	99.9931	0.0068
	Poll	132453390	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	132453390	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	103798014	20890326	20.1259	20869396	20930	99.8998	0.1001
	Poll	103798014	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	103798014	5762	0.0056	5493	269	95.3314	4.6685
Total		600000000	132608889	22.1015	132580186	28703	99.9784	0.0216

Resolution - 3								
Resolution required: (Ordinary/ Special)		ORDINARY - PAYMENT OF REMUNERATION TO INDEPENDENT DIRECTORS BY WAY OF COMMISSION						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	363748596	362985990	99.7903	362985990	0	100.0000	0.0000
	Poll	363748596	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	363748596	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	132453390	109417759	82.6085	109410255	7504	99.9931	0.0068
	Poll	132453390	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	132453390	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	103798014	25771390	24.8284	25749238	22152	99.9140	0.0859
	Poll	103798014	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	103798014	5762	0.0056	5493	269	95.3314	4.6685
Total		600000000	498180901	83.0302	498150976	29925	99.9940	0.0060



Satish Kumar

Resolution - 4								
Resolution required: (Ordinary/ Special)		SPECIAL - CONTINUATION OF DIRECTORSHIP OF MR. JOHN RUSSELL FOTHERINGHAM WALLS (DIN: 03528496), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, WHO WILL ATTAIN THE AGE OF 75 YEARS BEFORE MARCH 31, 2019, TILL THE CONCLUSION OF THE 41ST ANNUAL GENERAL MEETING TO BE HELD IN 2019.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	363748596	362985990	99.7903	362985990	0	100.0000	0.0000
	Poll	363748596	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	363748596	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	132453390	109487897	82.6615	109385751	102146	99.9067	0.0932
	Poll	132453390	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	132453390	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	103798014	25771410	24.8284	25764547	6863	99.9733	0.0266
	Poll	103798014	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	103798014	5762	0.0056	5762	0	100.0000	0.0000
Total		600000000	498251059	83.0418	498142050	109009	99.9781	0.0219






SCRUTINIZER'S REPORT

March 13, 2019

The Chairperson

BIOCON LIMITED

Regd. Office: 20th K.M.

Hosur Road

Electronic City

Bengaluru 560100

Madam,

1. The Board of Directors of your Company, at its meeting held on January 24, 2019 appointed me as a Scrutinizer for scrutinizing the Postal Ballot voting including e voting process.
2. I submit my report as under:

The Postal Ballot Notice was sent on February 08, 2019 to the Members whose names appeared on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on February 1, 2019. The Postal Ballot Notice was sent to the 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 was sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.

- 2.1 Particulars of all the Postal Ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
- 2.2 The Postal Ballot forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms.
- 2.3 The votes cast through electronic means were unblocked on March 11, 2019 at 5.01 P.M. The Postal Ballot forms were scrutinized on March 12, 2019 at Karvy Fintech Private Limited, Hyderabad.
- 2.4 The Postal Ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company / list of beneficiaries as on February 1, 2019
- 2.5 All Postal Ballot forms and votes cast through electronic means received up to 5.00 pm (IST) on March 11, 2019 being the last time and date fixed by the Company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
- 2.6 No envelope containing Postal Ballot form was received after March 11, 2019 up to the date of this report.




2.7 As informed by Karvy Fintech Private Limited, 97 (Ninety-Seven) envelopes containing Postal Ballot forms were returned undelivered up to the date of this report.

2.8 I did not find any defaced or mutilated ballot paper.

3. A summary of votes cast through Postal Ballot and votes cast through electronic means is given in **Annexure I**.
4. I have handed over the Postal Ballot forms and other related papers/registers and records for safe custody to the Company Secretary.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

For **V. Sreedharan & Associates**



(Pradeep B Kulkarni)
Partner
FCS 7260; CP No. 7835



Place : Bengaluru

Date : March 13, 2019

Annexure I

BIOCON LIMITED

Regd. Office: 20th K.M. Hosur Road, Electronic City, Bengaluru 560100

Summary of votes cast through postal ballot and votes cast through electronic means for the resolution mentioned in the Postal Ballot Notice dated January 24, 2019

1) To alter the Articles of Association- Special Resolution

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e. 01/02/2019) (60,00,00,000 Equity Shares of Rs.5/- each)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 5/- each)	No. of members voted through e voting system	No. of votes cast (Equity Shares of Rs. 5/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 5/- each)	
(a) Total postal ballot forms / e votes received	22	5,794	474	49,91,91,264	496	49,91,97,058	83.20
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	1	32	9	2,52,711	10	2,52,743	0.04
(c) *Net valid postal ballot forms (as per register)	21	5,762	465	49,89,38,553	486	49,89,44,315	83.16
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled	20	5,512	417	49,55,50,145	437	49,55,55,657	99.32
(e) Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled	1	250	51	33,88,408	52	33,88,658	0.68



2) To approve payment of remuneration to Non-Executive Non-Independent Directors by way of commission- Ordinary Resolution

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e. 01/02/2019) (60,00,00,000 Equity Shares of Rs.5/- each)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 5/- each)	No. of members voted through e voting system	No. of votes cast (Equity Shares of Rs. 5/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 5/- each)	
(a) Total postal ballot forms / e votes received	22	5,794	474	49,91,91,264	496	49,91,97,058	83.20
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	1	32	21	36,65,88,137	22	36,65,88,169	61.10
(c) *Net valid postal ballot forms (as per register)	21	5,762	453	13,26,03,127	474	13,26,08,889	22.10
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled	19	5,493	416	13,25,74,693	435	13,25,80,186	99.98
(e) Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled	2	269	40	28,434	42	28,703	0.02



3) To approve payment of remuneration to Independent Directors by way of commission- Ordinary Resolution

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e. 01/02/2019) (60,00,00,000 Equity Shares of Rs.5/- each)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 5/- each)	No. of members voted through e voting system	No. of votes cast (Equity Shares of Rs. 5/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 5/- each)	
(a) Total postal ballot forms / e votes received	22	5,794	474	49,91,91,264	496	49,91,97,058	83.20
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	1	32	17	10,16,125	18	10,16,157	0.17
(c) *Net valid postal ballot forms (as per register)	21	5,762	457	49,81,75,139	478	49,81,80,901	83.03
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled	19	5,493	421	49,81,45,483	440	49,81,50,976	99.99
(e) Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled	2	269	37	29,656	39	29,925	0.01



4) To approve the continuation of directorship of Mr. John Russell Fotheringham Walls (DIN: 03528496), as the Non-Executive Independent Director of the Company, who will attain the age of 75 years before March 31, 2019, till the conclusion of 41st Annual General Meeting to be held in 2019- Special Resolution

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut-off date (i.e. 01/02/2019) (60,00,00,000 Equity Shares of Rs.5/- each)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 5/- each)	No. of members voted through e voting system	No. of votes cast (Equity Shares of Rs. 5/- each)	No. of members voted through Postal ballot forms & through e voting system	No. of votes cast (Equity Shares of Rs. 5/- each)	
(a) Total postal ballot forms / e votes received	22	5,794	474	49,91,91,264	496	49,91,97,058	83.20
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	1	32	15	9,45,967	16	9,45,999	0.16
(c) *Net valid postal ballot forms (as per register)	21	5,762	459	49,82,45,297	480	49,82,51,059	83.04
(d) Postal ballot forms /e votes with assent for the Resolution as a percentage of net valid shares polled	21	5,762	430	49,81,36,288	451	49,81,42,050	99.98
(e) Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled	NIL	NIL	31	1,09,009	31	1,09,009	0.02

* The total of row (d) and (e) for the columns, No. of member voted through postal ballot forms, No. of members voted through e-voting system and Total No. of members voted through Postal ballot forms and through e-voting system are not equal to the row (c) for all the said columns as few members have voted both in favour and against.

