

**CORPORATE GOVERNANCE REPORT OF BIOCON LIMITED FOR THE QUARTER AND YEAR ENDED 31<sup>ST</sup> MARCH 2018**

**ANNEXURE I**

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

Name of Listed Entity - **Biocon Limited**

Quarter ending - **31-Mar-2018**

<b>Title (Mr/Ms)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>PAN</b>	<b>Category (Chairperson /Executive/ Non- Executive/ Independent / Nominee)</b>	<b>Date of Appointment</b>	<b>Date of cessation</b>	<b>Tenure</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>No of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Ms.	Kiran Mazumdar Shaw	00347229	ACMPM8240N	C & ED	01-Apr-2015			5	0	0
Mr.	John Mccallum Marshall Shaw	00347250	AMCPS7766H	NED	01-Apr-2010			2	0	0

Mr.	Arun Suresh Chandavarkar	01596180	AAJPC6667N	ED	25-Jul-2014			1	2	0
Mr.	Ravi Rasendra Mazumdar	00109213	AOEPM2907E	NED	08-Aug-2000			1	1	0
Mr.	John Russell Fotheringham Walls	03528496	ACOPW1692E	ID	28-Jul-2017	27-Jul-2022	5	2	3	2
Mr.	Mary Harney	05321964	AIOPH6778E	ID	28-Jul-2017	27-Jul-2022	5	1	0	0

Mr.	Daniel Mark Bradbury	06599933	ZZZZZ9999Z	ID	28-Jul-2017	27-Jul-2022	5	1	1	1
Mr.	Levin M Jeremy	07071720	ZZZZZ9999Z	ID	24-Jul-2015	24-Jul-2018	3	1	1	0
Mr.	Vijay Kumar Kuchroo	07071727	AYDPK2094B	ID	24-Jul-2015	24-Jul-2018	3	2	0	0
Mr.	Meleveetil Damodaran	02106990	AADPD1546K	ID	30-Jun-2016	30-Jun-2019	3	5	5	3

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Daniel Mark Bradbury	ID	Member
2	John Russell Fotheringham Walls	ID	Chairperson
3	Levin M Jeremy	ID	Member
4	Meleveetil Damodaran	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ravi Rasendra Mazumdar	NED	Member
2	Daniel Mark Bradbury	ID	Chairperson
3	John Russell Fotheringham Walls	ID	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Daniel Mark Bradbury	ID	Member
2	John Russell Fotherin Walls	ID	Chairperson
3	Meleveeti Damodaran	ID	Member
4	Levin M Jeremy	ID	Member

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mary Harney	ID	Chairperson
2	Vijay Kumar Kuchroo	ID	Member
3	Kiran Mazumdar Shaw	C & ED	Member
4	Ravi Rasendra Mazumdar	NED	Member

<b>III. 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>
26-Oct-2017	24-Jan-2018	89

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</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 (in number of days)</i>
Audit Committee	24-Jan-2018	3	26-Oct-2017	89
Stakeholders Relationship Committee	24-Jan-2018	2	26-Oct-2017	
Nomination & Remuneration Committee	24-Jan-2018	4	26-Oct-2017	

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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

**VI. Affirmations**

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015

Audit Committee - **Yes**

Nomination & remuneration committee - **Yes**

Stakeholders relationship committee - **Yes**

Risk management committee (applicable to the top 100 listed entities) - **Yes**

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**

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**

a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

b. Any comments/observations/advice of Board of Directors may be mentioned here:

<b>NIL</b>
------------

Signature : SD/-  
Name : Akhilesh Nand  
Designation : Compliance Officer

## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes

<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Signature : SD/-  
Name : Akhilesh Nand  
Designation : Compliance Officer



