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**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**M. Damodaran, B.Com, F.C.S. L.L.B.**  
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**SCRUTINIZER'S REPORT  
(POSTAL BALLOT INCLUDING E-VOTING)**

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015]

To,  
The Chairperson  
BIOCON LIMITED  
Registered Office: 20th KM, Hosur Road,  
Electronics City, Bangalore,  
Karnataka - 560100

I, M.Damodaran, a Company Secretary in Practice, having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a Scrutinizer by the Board of Directors of BIOCON LIMITED (the company) for the purpose of;

- (i) Scrutinizing the Postal Ballot process under the provisions of Section 110 of The Companies Act 2013 (the 2013 Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and
- (ii) Scrutinizing the e-voting process (remote e- voting) under the provisions of Section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the following resolution proposed to be passed by the members through postal ballot/ electronic voting (e-voting).
  - a) Special Resolution for Transfer of Biosimilars Business of the Company by way of a Slump Sale as 'Going Concern' to Biocon Biologics India Limited, a step down wholly owned subsidiary of the Company.



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1. In accordance with the Notice of the Postal Ballot dated October 26, 2017, dispatched to the shareholders by prescribed modes on November 3, 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on November 4, 2017, the voting commenced on November 06, 2017 (at 09:00 hours IST) and ended on December 05, 2017 (at 18:00 hours IST) for physical ballots as well as for e-voting. The e-voting facility was provided by Karvy Computershare private limited (KARVY). The votes were unblocked at 18:00 hours IST on December 05, 2017 and the e-voting summary statement was downloaded from the e-voting website of KARVY (<https://evoting.karvy.com/>).
2. The Equity shareholders holding shares as on October 27, 2017, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website of KARVY are being handed over to the Chairperson.
4. The ballot papers received were scrutinized and reconciled with the records maintained by the Company/ R&TA and the authorizations/ Power of attorney etc. lodged with the Company. The voters were also scrutinized for the purpose of elimination of duplicate voting and no ballots were rejected on duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by KARVY, the Registrar and Share Transfer Agents of the Company.
5. I submit herewith my Scrutinizers report on the results of e-voting and voting through postal ballot as under:

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**TRANSFER OF BIOSIMILARS BUSINESS OF THE COMPANY BY WAY OF A SLUMP SALE AS 'GOING CONCERN' TO BIOCON BIOLOGICS INDIA LIMITED, A STEP DOWN WHOLLY OWNED SUBSIDIARY OF THE COMPANY.**

Details of Valid votes:

Mode of Voting	Total Valid Postal Ballot Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Postal Ballot & e-voting	Number of shares Voted	%	Number of Postal Ballot & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Postal Ballot	6	6	1314	100	0	0	0	100
E-Voting	402	378	480298892	99.99	24	4196	0.01	100
Total	408	384	480300206	99.99	24	4196	0.01	100

Details of Abstained votes:

Mode of Voting	Number of Postal Ballot & e-voting	Number of Votes abstained
Postal Ballot	0	0
E-Voting	3	335
Total	3	335

Details of Invalid votes:

Mode of Voting	Number of Postal Ballot & e-voting	Number of Votes
Postal Ballot	0	0
E-Voting	0	0
Total	0	0



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6. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairperson considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairperson/Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,

  
M. Damodaran  
Practicing Company Secretary  
Membership No: 5837  
CP No. 5081

Place: Chennai  
Date: 07.12.2017