



Biocon Limited
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CIN : L24234KA1978PLC003417

www.biocon.com

BIO/SECL/AJ/2023-24/78

August 16, 2023

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 Corporate Communication Department Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 Scrip Symbol- BIOCON
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Sub: Voting results and scrutinizers' report of the 45th Annual General Meeting ('AGM') of the Company

Dear Sir/Madam,

We wish to inform you that the 45th AGM of the Company was held on Friday, August 11, 2023 through video conferencing, to transact the businesses as stated in the Annual General Meeting Notice dated May 23, 2023 and Addendum to the Notice dated July 26, 2023.

In this regard, please find attached the following:

1. Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations (Annexure-1);
2. Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Annexure-2);

The voting results along with Scrutinizer's Report are also made available on the Company's website at www.biocon.com and also on the website of Registrar and Share Transfer Agents ("RTA") of the Company at www.Kfintech.com.

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

Thanking You,

Yours faithfully,

For **Biocon Limited**

Mayank Verma
Company Secretary and Compliance Officer
Membership No.: ACS 18776
Enclosed: As above

	BIOCON LIMITED
Date of the AGM/EGM	11-08-2023
Total number of shareholders on record date	423338
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	55

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	72,80,24,176	71,33,47,786	97.9841	71,33,47,786	0	100.0000	0.0000	0	0
	Poll		53,01,321	0.7282	53,01,321	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		71,86,49,107	98.7123	71,86,49,107	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	26,54,77,998	23,32,89,084	87.8751	23,32,89,084	0	100.0000	0.0000	0	35,237
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		23,32,89,084	87.8751	23,32,89,084	0	100.0000	0.0000	0	35237
Public- Non Institutions	E-Voting	20,70,97,826	1,42,65,126	6.8881	1,42,54,650	10,476	99.9265	0.0734	0	5,725
	Poll		40,86,704	1.9733	40,86,704	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,83,51,830	8.8614	1,83,41,354	10,476	99.9429	0.0571	0	5725
Total		1,20,06,00,000	97,02,90,021	80.8171	97,02,79,545	10,476	99.9989	0.0011	0	40962

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Prof. Ravi Mazumdar (DIN: 00109213) as director, liable to retire by rotation, and being eligible, offers himself for re-appointment.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	72,80,24,176	71,33,47,786	97.9841	71,33,47,786	0	100.0000	0.0000	0	0
	Poll		53,01,321	0.7282	53,01,321	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		71,86,49,107	98.7123	71,86,49,107	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	26,54,77,998	23,32,97,075	87.8781	22,60,94,791	72,02,284	96.9128	3.0871	0	27,244
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		23,32,97,075	87.8781	22,60,94,791	72,02,284	96.9128	3.0872	0	27244
Public- Non Institutions	E-Voting	20,70,97,826	1,42,64,166	6.8876	1,41,80,588	83,578	99.4140	0.5859	0	6,585
	Poll		40,86,704	1.9733	40,86,704	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,83,50,870	8.8609	1,82,67,292	83,578	99.5446	0.4554	0	6585
Total	1,20,06,00,000	97,02,97,052	80.8177	96,30,11,190	72,85,862	99.2491	0.7509	0	33829	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a final dividend of Rs. 1.50 per equity share for the Financial Year ended March 31, 2023.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	72,80,24,176	71,33,47,786	97.9841	71,33,47,786	0	100.0000	0.0000	0	0
	Poll		53,01,321	0.7282	53,01,321	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		71,86,49,107	98.7123	71,86,49,107	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	26,54,77,998	23,33,24,321	87.8884	23,33,15,502	8,819	99.9962	0.0037	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		23,33,24,321	87.8884	23,33,15,502	8,819	99.9962	0.0038	0	0
Public- Non Institutions	E-Voting	20,70,97,826	1,42,65,132	6.8881	1,42,56,415	8,717	99.9388	0.0611	0	5,314
	Poll		40,86,704	1.9733	40,86,704	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,83,51,836	8.8614	1,83,43,119	8,717	99.9525	0.0475	0	5314
	Total	1,20,06,00,000	97,03,25,264	80.8200	97,03,07,728	17,536	99.9982	0.0018	0	5314

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the payment of remuneration to the Cost Auditors for the Financial Year 2023-24.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	72,80,24,176	71,33,47,786	97.9841	71,33,47,786	0	100.0000	0.0000	0	0
	Poll		53,01,321	0.7282	53,01,321	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		71,86,49,107	98.7123	71,86,49,107	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	26,54,77,998	23,33,04,846	87.8810	23,33,04,846	0	100.0000	0.0000	0	19,475
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		23,33,04,846	87.881	23,33,04,846	0	100.0000	0.0000	0	19475
Public- Non Institutions	E-Voting	20,70,97,826	1,42,63,637	6.8874	1,42,51,368	12,269	99.9139	0.0860	0	7,214
	Poll		40,86,704	1.9733	40,86,704	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,83,50,341	8.8607	1,83,38,072	12,269	99.9331	0.0669	0	7214
Total	1,20,06,00,000	97,03,04,294	80.8183	97,02,92,025	12,269	99.9987	0.0013	0	26689	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Ms. Rekha Mehrotra Menon (DIN:02768316) as an Independent Director of the Company.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	72,80,24,176	71,33,47,786	97.9841	71,33,47,786	0	100.0000	0.0000	0	0
	Poll		53,01,321	0.7282	53,01,321	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		71,86,49,107	98.7123	71,86,49,107	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	26,54,77,998	23,33,04,846	87.8810	22,88,07,414	44,97,432	98.0722	1.9277	0	19,475
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		23,33,04,846	87.881	22,88,07,414	44,97,432	98.0723	1.9277	0	19475
Public- Non Institutions	E-Voting	20,70,97,826	1,42,64,380	6.8877	1,42,32,061	32,319	99.7734	0.2265	0	6,471
	Poll		40,86,704	1.9733	40,86,704	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,83,51,084	8.861	1,83,18,765	32,319	99.8239	0.1761	0	6471
Total	1,20,06,00,000	97,03,05,037	80.8183	96,57,75,286	45,29,751	99.5332	0.4668	0	25946	

**Form No. MGT-13****REPORT OF SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairperson of the Forty Fifth Annual General Meeting ('AGM') of the Equity Shareholders of **"Biocon Limited"** held on Friday, August 11, 2023 at 03.30 p.m. (IST) through Video Conferencing (VC).

Madam,

I, Devika Sathyanarayana, Partner of V Sreedharan and Associates, Company Secretaries, Bengaluru was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in compliance with the General circulars issued by the Ministry of Corporate Affairs ('MCA') and circulars issued by the Securities and Exchange Board of India ('SEBI') for the purpose of:

- (i) Scrutinizing the remote e-voting process; and
- (ii) Scrutinizing the voting done through the electronic voting system ("Instapoll") at the AGM.

Both the above-mentioned voting is done under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Forty Fifth Annual General Meeting of the Equity Shareholders dated May 23, 2023. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the Notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

I submit my report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Sunday, August 06, 2023 up to 5.00 p.m. Thursday, August 10, 2023.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those shareholders whose email addresses were registered with the Company / Depository Participant(s) / Depositories pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 and Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD /CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (Collectively referred to as "Circulars").



3. The voting rights were reckoned as on Friday, August 04, 2023, being the Cut-off date for the purpose of deciding the entitlements of Members for e-voting (Remote e-voting and Instapoll).
4. After the conclusion of the Annual General Meeting, the votes cast through e-voting facility were unblocked on August 11, 2023, at 5:22 p.m. (IST).
5. After declaration of voting by the Chairperson, the Shareholders present at the AGM through VC voted through e-voting facility i.e., Instapoll provided by KFin Technologies Limited .
6. As per the information given by the Company/ RTA, the names of the Shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those Members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting during the AGM.
7. Based on the data provided by KFin Technologies Limited on remote e-voting and e-voting at the AGM, the total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:



a) **RESOLUTION NO. 1:**

To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon - **Ordinary Resolution**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	1,211	14	1,225
Number of votes cast by them	96,08,91,520	93,88,025	97,02,79,545
% of total number of valid votes cast	99.999	100	99.999

(ii) Voted **against** the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	24	0	24
Number of votes cast by them	10,476	0	10,476
% of total number of valid votes cast	0.001	0	0.001

(iii) Invalid Votes - NIL



b) RESOLUTION NO. 2:

To appoint Prof. Ravi Mazumdar (DIN:00109213) as director, liable to retire by rotation, and being eligible, offers himself for re-appointment -
Ordinary Resolution

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	1,143	14	1,157
Number of votes cast by them	95,36,23,165	93,88,025	96,30,11,190
% of total number of valid votes cast	99.242	100	99.249

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	93	0	93
Number of votes cast by them	72,85,862	0	72,85,862
% of total number of valid votes cast	0.758	0	0.751

(iii) Invalid Votes - NIL



c) **RESOLUTION NO.3:**

To declare a final dividend of Rs. 1.50 per equity share for the Financial Year ended March 31, 2023 - **Ordinary Resolution**

(i) **Voted in favour of Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	1,220	14	1,234
Number of votes cast by them	96,09,19,703	93,88,025	97,03,07,728
% of total number of valid votes cast	99.998	100	99.998

(ii) **Voted against the Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	25	0	25
Number of votes cast by them	17,536	0	17,536
% of total number of valid votes cast	0.002	0	0.002

(iii) **Invalid Votes - NIL**



d) RESOLUTION NO.4:

To ratify the payment of remuneration to the Cost Auditors for the Financial Year 2023-24 - **Ordinary Resolution**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	1,192	14	1,206
Number of votes cast by them	96,09,04,000	93,88,025	97,02,92,025
% of total number of valid votes cast	99.999	100	99.999

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	39	0	39
Number of votes cast by them	12,269	0	12,269
% of total number of valid votes cast	0.001	0	0.001

(iii) Invalid Votes - NIL



e) **RESOLUTION NO.5:**

To appoint Ms. Rekha Mehrotra Menon (DIN: 02768316) as an Independent Director of the Company - **Special Resolution**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voted	1,165	14	1,179
Number of votes cast by them	95,63,87,261	93,88,025	96,57,75,286
% of total number of valid votes cast	99.529	100	99.529

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	68	0	68
Number of votes cast by them	45,29,751	0	45,29,751
% of total number of valid votes cast	0.471	0	0.471

(iii) Invalid Votes - NIL

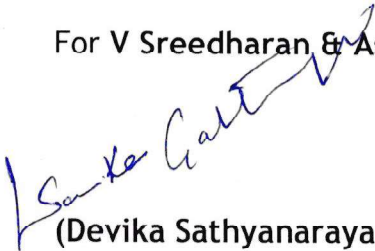


8. A list of Equity Shareholders who voted "FOR" and "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary of the Company.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves, and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You

Yours faithfully

For V Sreedharan & Associates


(Devika Sathyanarayana)
Partner
FCS. 11323; CP No. 17024



Date: August 14, 2023

Place: Bengaluru

UDIN: F011323E000802498

Peer Review Certificate no.: 589/2019
