



Biocon Limited
20th KM, Hosur Road
Electronic City
Bangalore 560 100, India
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CIN : L24234KA1978PLC003417

www.biocon.com

BIO/SECL/AJ/2023-24/63

July 28, 2023

To, The Manager BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To, The Manager National Stock Exchange of India Limited Corporate Communication Department Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050
Scrip Code – 532523	Scrip Symbol – BIOCON

Dear Sir/Madam,

Subject: Addendum to the Notice of the 45th Annual General Meeting of the Company scheduled to be held on August 11, 2023.

This is further to our letter no. BIO/SECL/AJ/2023-24/53 dated July 20, 2023, regarding Notice of the 45th AGM ('AGM Notice') of the Company.

Subsequent to the issuance of the AGM Notice, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Ms. Rekha Mehrotra Menon (DIN-0278316) for the office of a Director of the Company. Accordingly, the proposal for appointment of Ms. Rekha Mehrotra Menon as an Independent Director of the Company shall be taken up for consideration by the Members of the Company at the 45th AGM as a part of Special Business, in the form of a Special Resolution as item no. 5.

We are enclosing herewith Addendum to the Notice of the 45th AGM of the Members of the Company to be held on August 11, 2023 at 3:30 PM (IST) through Video Conferencing/ Other Audio-Visual Means. This Addendum shall be deemed to be an integral part of the original Notice dated May 23, 2023 and the notes provided therein.

In compliance with the applicable Circulars issued by MCA and SEBI, the Addendum to the Notice is being sent only through electronic mode to those Members whose email IDs are registered with the Company/ Depositories. The Addendum to the Notice of AGM is also available on the website of the Company at www.biocon.com.

Request you to kindly take the above intimation on record.

Thanking You,

Yours faithfully,
For **Biocon Limited**

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

Enclosed: Addendum to the Notice of 45th AGM

ADDENDUM TO THE NOTICE OF THE 45TH ANNUAL GENERAL MEETING

Addendum to the Notice of the 45th Annual General Meeting (AGM) of the Members of Biocon Limited to be held on Friday, August 11, 2023 at 3:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Pursuant to the provisions of Section 160 of the Companies Act, 2013 (‘Act’) read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Notice is hereby given that the Company has received a Notice dated July 25, 2023 of the intention of a Member signifying candidature of Ms. Rekha Mehrotra Menon (DIN: 02768316) for the office of Director of the Company.

Accordingly, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the item of special business w.r.t. appointment of Ms. Rekha Mehrotra Menon as an Independent Director of the Company will be taken up for consideration by the Members at the ensuing 45th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, August 11, 2023 at 3:30 P.M. (IST) through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”).

As the Notice from the Member pursuant to Section 160 of the Act was received subsequent to issue of Notice of the 45th AGM to the Members on July 20, 2023, an Addendum to the 45th AGM Notice is being circulated electronically to the Members to whom Notice of the 45th AGM has been sent, in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations. This Addendum shall be deemed to be an integral part of the original Notice dated May 23, 2023 and the notes provided therein.

The aforesaid proposal for appointment of Ms. Rekha Mehrotra Menon as an Independent Director would be included in the remote e-voting facility commencing on Sunday, August 06, 2023 at 9:00 A.M. (IST) and ending on Thursday, August 10, 2023 at 5:00 P.M. (IST) (both days inclusive) and in the e-voting during the AGM.

The proposal for appointment of Ms. Rekha Mehrotra Menon to the Office of Director will be taken up for consideration by the Members of the Company in the 45th AGM as a part of Special Business, in the form of a Special Resolution as item no. 5, as set forth below:

SPECIAL BUSINESS:

Item No. 5: To appoint Ms. Rekha Mehrotra Menon (DIN: 02768316) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Ms. Rekha Mehrotra Menon (DIN: 02768316), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from July 26, 2023 and who holds office till the conclusion of this 45th Annual General Meeting (AGM) in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from date of Board’s approval i.e. July 26, 2023 till the conclusion of 48th Annual General Meeting to be held in the year 2026;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Ms. Rekha Mehrotra Menon (DIN: 02768316), as a Non-Executive Independent Director of the Company.”

By Order of the Board of Directors
Sd/-

Place: Bengaluru
Date: July 26, 2023

Mayank Verma
Company Secretary
Membership No: ACS 18776

Biocon Limited

Regd. Office: 20th KM, Hosur Road,
Electronic City, Bengaluru – 560 100
CIN: L24234KA1978PLC003417
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NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to the proposed Special Business above to be transacted at the AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
2. In compliance with the applicable MCA Circulars and SEBI Circulars dated May 12, 2020 and May 13, 2022 read with January 05, 2023, Addendum to the Notice of the AGM is being sent only through electronic mode to those Members to whom the Notice dated May 23, 2023 were sent, on the email ids as available with the Company/ Depositories/RTA.
3. Members may note that the Addendum to the Notice of AGM will also be available on the Company's website www.biocon.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/>.
4. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of the AGM. Members who wish to seek inspection, may send their request through an email at co.secretary@biocon.com.
5. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director seeking appointment at the AGM is furnished as annexure to this Addendum to Notice of AGM. The Director has furnished consent/declarations for her appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
6. All the processes, notes and instructions relating to remote e-voting and e-voting during the 45th AGM as well as the process of attending the 45th AGM through VC/OAVM as set out in the 45th AGM Notice dated May 23, 2023, shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice. Furthermore, the Scrutinizers appointed for the ensuing 45th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 45th AGM.

By Order of the Board of Directors
Sd/-

Mayank Verma

Company Secretary

Membership No: ACS 18776

Place: Bengaluru
Date: July 26, 2023

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5: To appoint Ms. Rekha Mehrotra Menon (DIN: 02768316) as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through resolution passed by circulation on July 26, 2023, appointed Ms. Rekha Mehrotra Menon (DIN: 02768316) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. July 26, 2023.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Ms. Rekha Mehrotra Menon holds office as an Additional Director till the date of the ensuing 45th Annual General Meeting (AGM) scheduled on August 11, 2023.

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Ms. Rekha Mehrotra Menon as an Independent Director of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through resolution passed by circulation on July 26,

2023, recommended the appointment of Ms. Rekha Mehrotra Menon as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. July 26, 2023 till the conclusion of 48th AGM to be held in the year 2026.

Ms. Rekha Mehrotra Menon is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Ms. Rekha Mehrotra Menon as per the provisions of the Act and SEBI Listing Regulations including the declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Ms. Rekha Mehrotra Menon fulfils the conditions for her appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Ms. Rekha Mehrotra Menon possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk management, Compliance & Corporate Governance, Technology & Digital perspective and General Management and her induction on Biocon Board will immensely benefit the Company.

Further, Ms. Rekha Mehrotra Menon possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering her expertise and knowledge, the Board considers that the appointment of Ms. Rekha Mehrotra Menon as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of

Ms. Rekha Mehrotra Menon as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. July 26, 2023 till the conclusion of 48th AGM to be held in the year 2026.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of this Addendum to the 45th AGM Notice for approval of the Members of the Company as a Special Resolution.

The copy of draft letter of appointment of Ms. Rekha Mehrotra Menon setting out the terms and conditions of her appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Rekha Mehrotra Menon including her profile and specific areas of expertise are given in this Addendum to the AGM Notice as “**Annexure 1**”.

Except Ms. Rekha Mehrotra Menon and her relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors
Sd/-

Place: Bengaluru
Date: July 26, 2023

Mayank Verma
Company Secretary
Membership No: ACS 18776

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“Annexure – 1”

ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT AT THE 45th AGM.

[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued ICSI]

Brief Profile of Ms. Rekha Mehrotra Menon



Rekha M. Menon is a mission-focused executive with a reputation for disruptive leadership balancing sustainable growth and corporate responsibility in global markets. A leading industry voice on technology-fueled innovation and socioeconomic progress, Rekha was a key player in Accenture’s growth for nearly 20 years, including seven+ years as Chair of Accenture in India. She was the first woman to serve as Chair of NASSCOM, the premier association for India’s technology industry, and has been regularly featured on lists of the most powerful businesswomen in India. A champion of equality, she is widely recognized as a top LGBT Ally Executive globally.

Rekha, who earned an MBA from XLRI Xavier School of Management, one of the premier business schools in India, began her career in manufacturing HR and as an independent consultant for companies (including Levi Strauss & Co., Cargill, and AkzoNobel) establishing operations in India. She was later a Co-Founder of Talisma Corporation, a VC-funded CRM software product business, and Country Managing Director of Aditi Services, a software services company.

A longtime and active member of industry and community organizations, Rekha has been a member of the NASSCOM Executive Council since 2016, serving as Chair in 2021–2022. She is also Chair of the G20 EMPOWER Working Group on Corporate Women Empowerment, a member of the National Council of CII, the leading cross-industry trade association in India, and a member of the India Advisory Council of USIBC, the premier business advocacy organization in the US-India corridor.

Rekha is a strong advocate of digital skilling, sponsoring a NASSCOM platform that has reached more than 1M people and now been adopted as the national skilling platform. She is also a Co-Founder of Pratham Books, a non-profit publisher of books for children (with 7,000 titles in 30 languages and with digital collaborative versions at Storyweaver.org.in), and a past member of the Board of Akshara Foundation, a nonprofit focused on children’s education.

Rekha has been honored with numerous awards and has been on many industry power lists, most recently including Business Today’s Most Powerful Women Hall of Fame, Business World’s Most Influential Women in India, and Fortune’s Most Powerful Women in Business in India.

Rekha is a current member of the boards of the XLRI Xavier School of Management and Invest India, the National Investment Promotion and Facilitation Agency.

Other details:

Name of the Director	Ms. Rekha Mehrotra Menon (DIN: 02768316)
Date of Birth & age	January 05, 1959 (64 Years)
Date of Appointment	July 26, 2023
Nature of her expertise in specific functional areas	Finance & Risk management, Compliance & Corporate Governance, Technology & Digital perspective and General Management
Qualification	MBA from XLRI Xavier School of Management
Relationship with other Directors, Managers and KMPs	None
Directorship held in other listed entities	NIL

Membership / Chairmanship of Committees of the Board in other listed entities	NIL
Listed entities from which she has resigned in the past 3 (three) years	NIL
Number of meetings of the Board attended during the year	Not applicable
Terms and conditions of Appointment or Re-appointment	Not Liable to retire by rotation
Remuneration last drawn	Not applicable
Remuneration sought to be paid	Entitled to sitting fees and remuneration for attending the meetings of the Board and / or respective Committee(s) where she is the Chairperson / Member, as the case may be, as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and / or as approved by the shareholders, from time to time
Shareholding in Biocon Limited	NIL
Shareholding as a beneficial owner	Not applicable