

NOTICE

Notice is hereby given that the 9th (Ninth) Annual General Meeting of the Shareholders of Biocon Biologics Limited ("**the Company**") will be held on **Friday, July 25, 2025 at 4:30 PM** at the registered office of the Company situated at Biocon House, Ground Floor, Tower-3, Semicon Park, Electronic City, Phase - II, Hosur Road, Bengaluru – 560 100, Karnataka, India, to transact the following businesses:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt

- a) **The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.**
- b) **The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and report of the Auditors thereon.**

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**, with or without modification(s):

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted;

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To re-appoint Ms. Kiran Mazumdar-Shaw (DIN:00347229), as an Executive Director and Executive Chairperson, who is liable to retire by rotation, and being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution** with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Ms. Kiran Mazumdar-Shaw (DIN:00347229), Executive Director and Executive Chairperson, who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as an Executive Director and Executive Chairperson of the Company, liable to retire by rotation."

B. SPECIAL BUSINESS:

3. To ratify the payment of remuneration to the Cost Auditors for the Financial Year 2025-26.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration Number: 000065), appointed by the Board of Directors of the Company on the recommendation of the Audit Committee as Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2026, amounting to INR 4,00,000/- (Indian Rupees Four Lakhs only) (excluding all taxes and reimbursement of out of pocket expenses) be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To approve revision in remuneration payable to Non-Executive Directors by way of Commission.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**, with or without modification(s):

"RESOLVED THAT in supersession of all the earlier resolutions passed for payment of remuneration to Non-Executive Directors and pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the shareholders of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Directors of the Company for the Financial Year 2025-26 for the next 3 (three) financial years, at an amount not exceeding 3% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time;

RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act;

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors

Sd/-

Akhilesh Nand

Global Head – Governance, Risk and
Compliance and Company Secretary
(Membership Number A13669)

Place: Bengaluru
Date: July 3, 2025

Regd. Office: Biocon House, Ground Floor,
Tower-3, Semicon Park,
Electronic City, Phase-II, Hosur Road,
Bengaluru – 560 100
CIN: U24119KA2016PLC093936
Email: co.secretarybiologics@biocon.com
Website: www.bioconbiologics.com
Phone: 080 – 6775 6775 **Fax:** 080 - 6775 1030

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, ("the Act") which sets out details relating to Special Businesses at the meeting, is annexed hereto.
2. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a shareholder of the Company.
3. A person can act as proxy on behalf of shareholders not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A shareholder holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED SIGNED AND STAMPED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.**
5. Shareholders/ proxies/ authorised representatives should bring attendance slips to attend the meeting.
6. The Register of Director's shareholding, maintained under Section 170 of the Act, and Register of Contracts or Arrangements in which directors are interested, if any, under Section 189 of the Act, will be available for inspection by the shareholders at the meeting.
7. Pursuant to Secretarial Standard on General Meetings ("Secretarial Standard - 2"), the details of directors seeking reappointment as a director and seeking revision in their remuneration are enclosed in the Annexure to this Notice.
8. A route map providing directions to reach the venue of the AGM is provided in the Notice.
9. Corporate shareholders intending to send their authorized representatives are requested to send to the Company a duly certified copy of the resolution passed by the Board of Directors authorizing their representatives to attend and vote at the AGM.
10. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as per the provisions of the Act.
11. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
12. In compliance with the provisions of MCA vide its circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 2/2021 dated January 13, 2021, the Notice of the ensuing AGM, is being sent only through electronic mode to those shareholders whose email IDs are available with the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 the following explanatory statements set out all material facts relating to businesses mentioned under items no. 3 and 4 of the accompanying Notice.

Item No. 3: To ratify the payment of remuneration to the Cost Auditors for the Financial Year 2025-2026.

The Board at its meeting held on May 06, 2025, approved the appointment of M/s. Rao, Murthy & Associates, as the Cost Auditors of the Company for the Financial Year ending March 31, 2026 at a remuneration of INR 4,00,000/- (Indian Rupees Four Lakhs only) (excluding all taxes and reimbursement of out-of-pocket expenses), as recommended by the Audit Committee of the Company.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 and Rule 4 of the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the cost auditors is required to be ratified by the shareholders of the Company. Accordingly, ratification by the shareholders is sought for remuneration payable to the Cost Auditors for the financial year ending March 31, 2026, by passing an Ordinary Resolution as set out in Item No. 3 of the Notice.

None of the directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set out in Item No. 3 of the Notice for approval by the shareholders by way of an Ordinary Resolution.

Item No. 4: To approve revision in payment of remuneration to Non-Executive Directors by way of Commission.

The Company had taken approval of the shareholders, from time to time, for payment of remuneration in the form of commission or otherwise to Non-Executive Directors, both in the Independent and Non-Independent Non-Executive category, not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The Companies (Amendment) Act, 2017, permits payment of remuneration to Non-Executive Directors, in excess of 1% of the net profits, subject to approval of the shareholders by means of a Special Resolution.

Shareholders of the Company at its 6th Extra-Ordinary General Meeting held on August 20, 2019, approved a total remuneration limit not exceeding 1% of the net profits of the Company to be determined as per the provisions of Section 198 of the Act, to its non-executive directors. In view of this, the Board of Directors, in their meeting held on January 28, 2025, approved remuneration structure for non-executive directors, subject to 1% of net profits of the Company calculated in accordance with the provisions of the Act.

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Company's Non-Executive Directors have been shaping and steering the long-term strategy and making invaluable contributions towards Biocon group level strategy, monitoring of risk management and compliances.

The members of Nomination and Remuneration Committee and Board of Directors at their meetings held on May 05, 2025 and May 06, 2025 respectively, recommended the proposal for revised remuneration payable to Non-Executive Directors of the Company, by way of commission or otherwise, not exceeding 3% (three percent) of the net profits of the Company calculated in accordance with the provisions of the Act, effective from the financial year 2025-26 for the next 3 years. The payment of such remuneration shall be in addition to the sitting fees for attending Board/ Committee meetings.

This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act.

Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to payment of remuneration to Non-Executive Directors, at an amount not exceeding 3% (three percent) of the net profit of the Company, by way of Special Resolution.

Except the Executive Director(s) and Key Managerial Personnel of the Company and their relatives, all Non-Executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

By Order of the Board of Directors

Sd/-

Akhilesh Nand

Global Head – Governance, Risk and
Compliance and Company Secretary
(Membership Number A13669)

Place: Bengaluru
Date: July 3, 2025

Regd. Office: Biocon House, Ground Floor,
Tower-3, Semicon Park,
Electronic City, Phase-II, Hosur Road,
Bengaluru – 560 100

CIN: U24119KA2016PLC093936

Email: co.secretarybiologics@biocon.com

Website: www.bioconbiologics.com

Phone: 080 – 6775 6775 **Fax:** 080 - 6775 1030

ANNEXURE TO THE NOTICE

Details of Directors, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided as below:

Name	Kiran Mazumdar-Shaw
DIN	00347229
Date of Birth and age	March 23, 1953 (72 years)
Qualifications	<ul style="list-style-type: none"> • B.Sc. (Zoology Hons.), Bangalore University • Post-Graduate Diploma, Malting and Brewing, Ballarat Institute of Advanced Education, Melbourne, Australia • Honorary Doctorates from several prestigious universities, including: <ul style="list-style-type: none"> • Deakin University, Victoria, Australia • Heriot-Watt University, Edinburgh, UK • University of Glasgow, Scotland, UK • University of Abertay, Dundee Scotland, UK • Ballarat University, Australia • Presidency University, Kolkata, India • Bennett University, Greater Noida, India
Experience (including expertise in specific functional area)	<ul style="list-style-type: none"> • Over 4 decades of experience in biotechnology.
Terms and conditions of appointment	Pursuant to the provisions of Section 152 of the Companies Act, 2013, Kiran Mazumdar-Shaw, is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	For details on the remuneration drawn, please refer to the Corporate Governance Report which is a part of Annual Report.
Remuneration proposed to be paid	Entitled to remuneration 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.
Date of first appointment on the Board	June 8, 2016
Shareholding in the Company as on July 3, 2025	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year (2024-25)	For details on the number of Board meeting attended please refer to the Corporate Governance Report which forms part of the Annual Report.
Directorships of other Boards as on July 3, 2025	For details on the Directorships, please refer to the Corporate Governance Report which forms part of the Annual Report.
Membership/ Chairmanship of Committees of other Boards as on July 3, 2025	For details on the Chairmanship/Membership of committees, please refer to the Corporate Governance Report which forms part of the Annual Report.

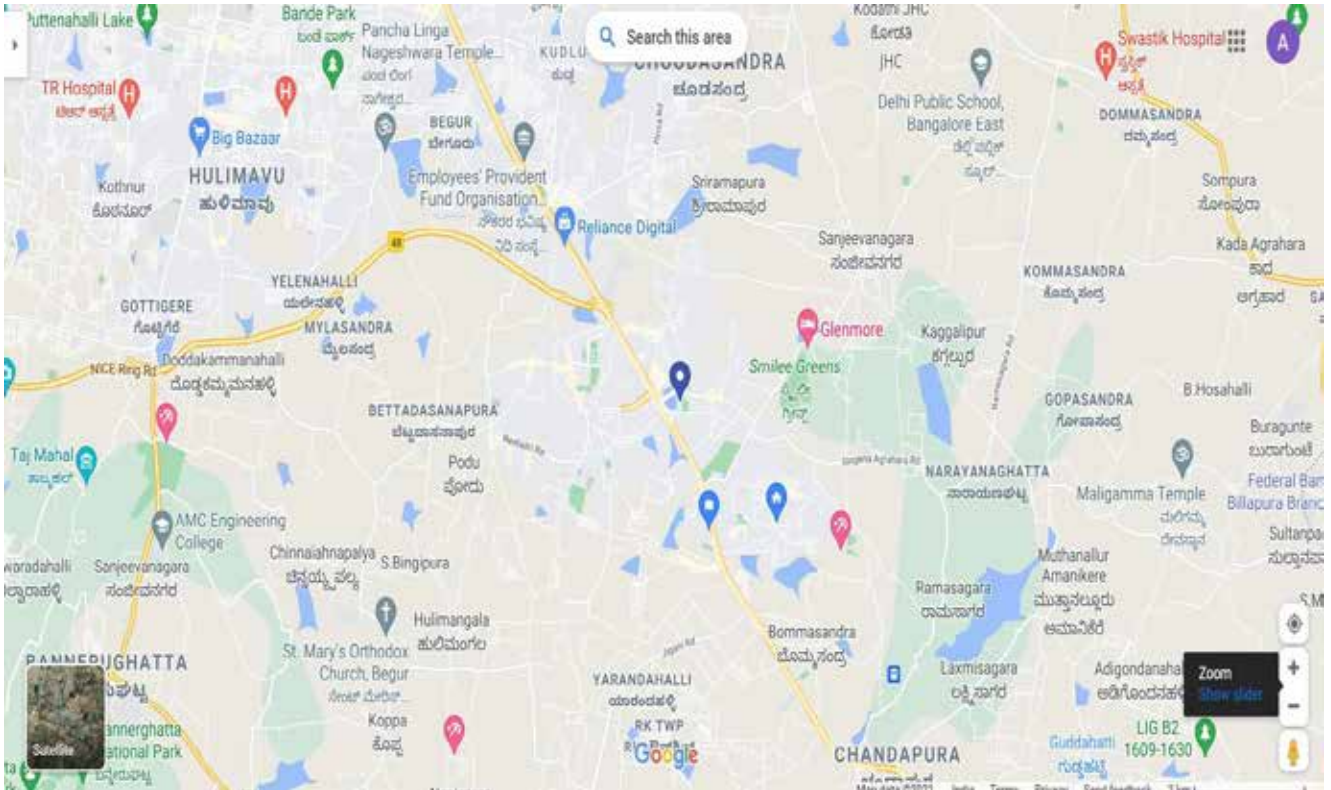
9th Annual General Meeting

Day and Date: Friday, July 25, 2025

Time: 4:30 PM

Venue: Biocon House, Ground Floor, Tower-3, Semicon Park,
Electronic City, Phase - II, Hosur Road, Bengaluru - 560100

Route Map



Prominent Landmark – Semicon Park

**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

BIOCON BIOLOGICS LIMITED

CIN: U24119KA2016PLC093936

Regd. Office: Biocon House, Ground Floor, Tower-3, Semicon
Park Electronic City, Phase - II, Hosur Road, Bengaluru – 560 100

Website: www.bioconbiologics.com

Email ID: Co.Secretarybiologics@biocon.com;

Phone: 080 – 6775 6775

Name of the shareholder(s):
Registered address:
E-mail ID:
Folio No/DP ID-Client ID:

I/We, being the shareholder(s) holding _____ shares of the Company, hereby appoint

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him.

as my/our proxy to attend and vote for me/us and on my/our behalf at the **9th** Annual General Meeting of the Company, to be held on **Friday, July 25, 2025**, at **4:30 pm** at the registered office of the Company situated at Biocon House, Ground Floor, Tower-3, Semicon Park Electronic City, Phase - II, Hosur Road, Bengaluru - 560100 or any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
Ordinary Business	
1.	To receive, consider and adopt <ul style="list-style-type: none"> The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the report of Auditors thereon.
2.	To re-appoint Ms. Kiran Mazumdar-Shaw (DIN:00347229), as Executive Director and Executive Chairperson, of the Company who is liable to retire by rotation, and being eligible, offers herself for re-appointment.
Special Business	
3.	To ratify the payment of remuneration to the Cost Auditors for the Financial Year 2025-26.
4.	To approve revision in remuneration payable to Non-Executive Directors by way of Commission.

Signed this
Signature of shareholder
Signature of Proxy holder(s)

Affix
revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BIOCON BIOLOGICS LIMITED

CIN: U24119KA2016PLC093936

Regd. Office: Biocon House, Ground Floor, Tower-3, Semicon Park
Electronic City, Phase – II, Hosur Road, Bengaluru – 560 100

Website: www.bioconbiologics.com

Email ID: Co.Secretarybiologics@biocon.com

Phone: 080 – 6775 6775

ATTENDANCE SLIP

(To be presented at the entrance)

Name:

Joint holders' name (If any): :

Address

Folio No/ DP ID/ Client ID:

Number of shares:

Name of the Proxy/Representative, if any:

I certify that I am the registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 9th (Ninth) Annual General Meeting of the Company, to be held on **Friday, July 25, 2025 at 4:30 pm** at the registered office of the Company situated at Biocon House, Ground Floor, Tower-3, Semicon Park, Electronic City, Phase – II, Hosur Road, Bengaluru – 560100.

Name of the Shareholder/Proxy

Signature of Shareholder/Proxy
(in BLOCK letters)

Note: Please fill up this Attendance Slip and hand it over at the entrance of the Annual General Meeting venue. Shareholders are informed that no duplicate Attendance Slips will be issued at the venue of Annual General Meeting.