

Biocon Biologics Limited

CIN: U24119KA2016PLC093936

Biocon House, Tower-3,

Semicon Park Electronic City, Phase - II,

Hosur Road, Bengaluru, Karnataka 560100 IN

T +91 080-6775 6775, **F** +91 080-6775 1030**E** contact@bioconbiologics.com**www.bioconbiologics.com****NOTICE**

Notice is hereby given that the 23rd Extra-Ordinary General Meeting of the Shareholders of Biocon Biologics Limited (“**the Company**”) will be held on **Tuesday, December 12, 2023**, at **04.30 PM** at Biocon House, Tower-3, Semicon Park, Electronic City, Phase - II, Hosur Road, Bengaluru - 560100 to transact the following business:

1. To approve the re-appointment of Mr. Peter Baron Piot (DIN: 09015343) 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, 150, 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Peter Baron Piot (DIN: 09015343), as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company commencing from January 21, 2024 upto January 20, 2029 (both days inclusive).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, including filing of relevant forms and documents with the Registrar of Companies, Bengaluru or any other regulatory authority and/ or persons, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental at any stage without requiring the Board to secure any further consent or approval of the members of the Company in this regard.”

By Order of the Board of Directors

Biocon Biologics Limited**Regd. Office:** Biocon House, Ground Floor,
Tower-3, Semicon Park,

Hosur Road, Electronic City, Phase-II,

Bengaluru – 560 100

CIN: U24119KA2016PLC093936**Email:** co.secretarybiologics@biocon.com**Website:** www.bioconbiologics.com**Phone:** 080 – 6775 6775**Fax:** 080 - 6775 1030**Deepika Srivastava****Company Secretary****(Membership Number A23654)****Place: Bengaluru****Date: November 20, 2023**

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of all agenda items is annexed hereto and forms part of this Notice.
2. A shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend the meeting and the proxy need not be a Member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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. Members/ proxies/ authorized representatives should bring attendance slips to attend the meeting.
6. A route map providing directions to reach the venue of the EGM is provided in the Notice.
7. Corporate Members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the resolution passed by their board of Directors authorizing their representatives to attend and vote at the EGM.
8. The resolution shall be put to vote on show of hands basis i.e., one member will carry one vote irrespective of the number of shares held by such member unless a poll is demanded under section 109 or the voting is carried out electronically.
9. 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.
10. Inspection: A copy of the draft letter for reappointment of Mr. Piot as an independent director setting out the terms and conditions, shall be open or inspection without any fee at the Registered Office of the Company during normal business hours on all working days up to and including the date of the EGM of the Company and will also be kept open at the venue of the EGM till the conclusion of the EGM and copies thereof shall also be made available for inspection in physical form.
11. 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, Circular No. 2/2021 dated January 13, 2021, and Circular No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 the Notice of the ensuing EGM, are being sent only through electronic mode to those Members whose email IDs are available with the Company.

EXPLANATORY STATEMENT TO ITEM NO. 1 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

To approve the re-appointment of Mr. Peter Baron Piot (DIN: 09015343) as an Independent Director of the Company

Mr. Peter Baron Piot (DIN: 09015343) is currently an Independent Director of the Company as well as, Chairperson of Corporate Social Responsibility and Environmental, Social and Governance Committee, Member of Risk Management Committee and Nomination and Remuneration Committee.

Based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors, at their meeting held on January 21, 2021 and subsequently, the members, at the 5th Annual General Meeting, of the Company held on July 22, 2021, had appointed Mr. Piot as an Independent Director which was effective from January 21, 2021 for the period of 3 years i.e., till January 20, 2024. He is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of NRC, the Board of Directors at its meeting held on November 07, 2023, proposed the re-appointment of Mr. Piot as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from January 21, 2024 upto January 20, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The NRC, taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Piot's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Piot continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Piot confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder.

Further, Mr. Piot has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Piot has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Piot has passed the online proficiency self-assessment test conducted by IICA pursuant to the provisions of sub rule 4 of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Piot fulfils the conditions specified in the Act, rules for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors will be made available for inspection to the Members of the Company without any fee by the members at the registered office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of the ensuing Extra Ordinary General Meeting. In compliance with the provisions of Section 149 read with Schedule IV to the Act, and other applicable provisions of the Act, the re-appointment of Mr. Piot as an Independent Director is now placed for the approval of the Members by a Special Resolution.

A brief profile and other information as required under Secretarial Standard-2 issued by Institute of Company Secretaries of India is annexed as '**Annexure I**' to this Notice.

Save and except for Mr. Piot and his relatives to the extent of their shareholding, if any, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval by the Members by way of Special Resolution.

By Order of the Board of Directors

Biocon Biologics Limited

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Website: www.bioconbiologics.com

Phone: 080 – 6775 6775

Fax: 080 - 6775 1030

Deepika Srivastava
Company Secretary
(Membership Number A23654)

Place: Bengaluru

Date: November 20, 2023

ANNEXURE I

INFORMATION PURSUANT TO SECRETARIAL STANDARD-2

Profile and other details of Mr. Peter Baron Piot seeking re-appointment at the ensuing Extra Ordinary General Meeting, are provided as below:

Name	Peter Baron Piot
DIN	09015343
Age	74 years
Qualifications	<ul style="list-style-type: none"> • M.D., University of Ghent, Belgium • PhD. (Microbiology), University of Antwerp, Belgium • Diploma of Tropical Medicine, Institute of Tropical Medicine, Antwerp • Clinical Virology, Postgraduate Medical School, Manchester, UK • Biostatistics and Epidemiology, Epidemic Intelligence Service, Centers for Disease Control, Atlanta, U.S. • Advanced Training in Biomedical Research Management, Harvard University, U.S. • Senior Fellow in Infectious Diseases, University of Washington, U.S.
Experience (including expertise in specific functional area)	<ul style="list-style-type: none"> • Director, London School of Hygiene & Tropical Medicine, and Handa Professor of Global Health • Founding Executive Director, UNAIDS • Under Secretary-General, United Nations (1995-2008) • Part of the team that isolated the Ebola virus in Zaire in 1976 • Visiting Professor, National University of Singapore • Led pioneering research on HIV/AIDS, women's health and infectious diseases, mostly in Africa • Helped bring AIDS to the forefront of the world's agenda, and ensured access to life saving antiretroviral medicines • Long experience in leading both a large inter-governmental organization and of academic institutions • Senior advisor to governments, foundations and corporations • Authored over 600 scientific publications and 16 books
Terms and conditions of re-appointment	As per resolution at Item No. 1 of this Notice read with Explanatory Statement annexed thereto
Remuneration last drawn (including sitting fees, if any)	Remuneration received for FY 2022-23: Sitting fees: INR 1.5 Millions Commission: INR 5.1 Millions
Remuneration proposed to be paid	Sitting Fees and Commission as approved by the Board of Directors
Date of first appointment on the Board	January 21, 2021
Shareholding in the Company as on November 20, 2023	Nil
Relationship with other Directors / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel

Number of meetings of the Board attended during the financial year (FY 2023-24)	Mr. Piot attended all 6 (six) Board meetings held till date during FY 2023-24
Directorships of other Boards as on November 20, 2023	1. Biosimilars Newco Limited 2. Vestergaard SAL, Switzerland
Membership / Chairmanship of Committees of other Boards as on November 20, 2023	Nil
Performance evaluation report of Director or summary thereof	Please refer explanatory statement

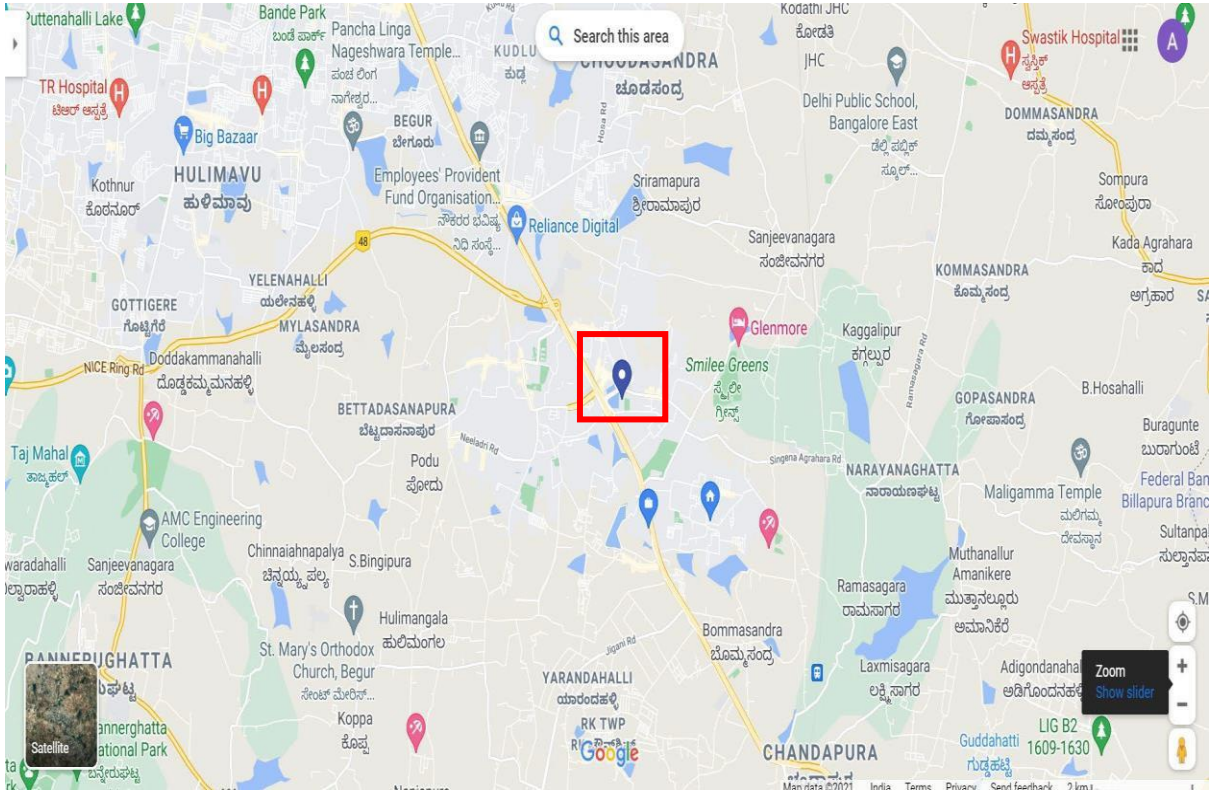
Route Map

23rd Extra-ordinary General Meeting

Day and Date: Tuesday, December 12, 2023

Time: 4.30 PM

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



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

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Email ID: Co.Secretarybiologics@biocon.com

Phone: 080 – 6775 6775

Name of the Member(s):

Registered address:

E-mail ID:

Folio No/ Client ID:

DP ID:

I/We, being the Member (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.

Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend for me/us and on my/our behalf at the 23rd Extra-Ordinary General Meeting of the Company, to be held on **Tuesday, December 12, 2023** at **04.30 PM**, at Biocon House, Tower-3, Semicon Park Electronic City, Phase - II, Hosur Road, Bengaluru - 560100 and any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolution
Special Businesses	
1.	To approve the re-appointment of Mr. Peter Baron Piot (DIN: 09015343) as an Independent Director of the Company.

Signed this [•] day of December, 2023

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.

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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 23rd Extra-Ordinary General Meeting of the Company, to be held on **Tuesday, December 12, 2023 at 04.30 PM**, at Biocon House, Tower-3, Semicon Park Electronic City, Phase - II, Hosur Road, Bengaluru - 560100.

Name of the Member/Proxy

Signature of Member/Proxy (in BLOCK letters)

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