

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 26th (Twenty-Sixth) Extra-Ordinary General Meeting (“**the Meeting/ EGM**”) of the Members of Biocon Biologics Limited (“**the Company**”) will be held on **Thursday, September 12, 2024 at 04:30 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, Karnataka to transact the following business:

1. Creation of security/charges on assets of the Company in connection with borrowing by subsidiaries

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

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, 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 the Foreign Exchange Management Act, 1999 and the provisions of the Foreign Exchange Management Act, 1999 and the circulars and notifications issued thereunder, the Foreign Exchange Management (Overseas Investment) Rules, 2022, the Foreign Exchange Management (Overseas Investment) Regulations, 2022 and the Foreign Exchange Management (Overseas Investment) Directions, 2022, together with any other circulars issued by the Reserve Bank of India (“**RBI**”) in relation thereto and the Master Direction – Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended, issued by the RBI (the “**Overseas Investment Guidelines**”), and subject further to the receipt of all requisite approvals and consents as may be required under the Articles of Association, contract(s), law, including the approval of such authorities as may be required, the consent and approval of the members of the Company be and is hereby accorded to the board of directors of the Company (“**Board**” which expression shall be deemed to include person(s) authorized and/or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to mortgage, pledge and/or charge, in addition to the mortgages/ charges created/ to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, including the shares of the subsidiaries of the Company (held by the Company), both present and future and/or the whole or any part of the undertaking/s of the Company, in favour of the lender/s, creditor/s, agent/s and/or trustee/s, for securing the borrowings of the Company and/or its subsidiaries availed/to be availed by way of loan(s) including term loan(s) (in foreign currency and/or rupee currency), bonds (whether listed on domestic or international stock exchanges or unlisted), debt securities, hedging facilities or otherwise, securities (comprising fully/ partly convertible debentures and / or non convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued/ to be issued by the Company or by its subsidiaries, both present and future, from time to time, in an aggregate amount not exceeding USD 1.3 billion (or its equivalent in Indian currency), together with interest at the respective agreed rates, additional interest, compound interest in case of default,

accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent/s/ trustee/s, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company or its group companies in terms of the placement document/ offer document/loan agreement/s / heads of agreement/s, debenture trust deed/s or any other document, entered into / to be entered into between the Company and the lender/s / creditor/s / agent/s and/or trustee/s, in respect of the said loans / borrowings / debentures / debt securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board (or committee thereof) and the lender/s / creditor/s / agent/s and/or trustee/s;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for completing the above-mentioned transaction including obtaining the necessary approvals whether statutory, contractual or otherwise in this regard and also to take all other decisions including variation in any of the above, as they may, in their sole and absolute discretion, deem appropriate;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any committee of directors or any director(s) or officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any of the directors or the company secretary of the Company, be furnished to any persons concerned for their information and records and they be requested to act thereon.”

By Order of the Board of Directors

Place: Bengaluru
Date: August 21, 2024

Akhilesh Nand

General Counsel – EM & Company Secretary
Membership No.- A13669
Address: Biocon House, Tower-3,
Semicon Park Electronic City Phase - II,
Hosur Road, Bengaluru - 560100

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of item no. 1 is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in 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 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 member 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 member.
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/ authorised 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 voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as per the provisions of the Act.
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. 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, 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: CREATION OF SECURITY/CHARGES ON ASSETS OF THE COMPANY IN CONNECTION WITH BORROWING BY SUBSIDIARIES

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”), and any other applicable law/provisions, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the company by a special resolution.

For this purpose, “undertaking” has been defined under the Act to mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression “substantially the whole of the undertaking” in any financial year has been defined to mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In order to facilitate securing the loans, borrowings, financial assistance, debt securities and/or credit facilities availed/to be availed/issued/to be issued by the Company and/or its subsidiaries, affiliates, associate companies or group companies, Indian or foreign, together with interest, additional interest, default interest, premia on prepayment or early redemption, liquidated damages, any fee, cost, charges, commissions, expenses and all other monies whatsoever payable by the Company and/or its subsidiaries, affiliates, associate companies or group companies, it is proposed to obtain the approval of the members by way of a special resolution under Section 180(1)(a) of the Companies Act, 2013, to create mortgage, charge, hypothecate, pledge, mark a lien, assign or otherwise encumber, create security interest and/or dispose of all or any of the moveable and/or immovable properties and tangible and/or intangible assets of the Company, wheresoever situated, both present and future, and/or the whole or substantially the whole of any or all of the undertakings of the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit from time to time, in favour of/for the benefit of any domestic or foreign creditors, lenders, bond holders, debenture holders, any other company/body corporate and/or any of their agent(s) or trustee(s), up to the value of and within the overall limit up to USD 1.3 billion (or its equivalent in Indian currency).

The board recommends the resolution set out at item no. 1 of this notice for approval by the members by way of a special resolution. None of the promoters, directors and key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

Place: Bengaluru

August 21, 2024

Akhilesh Nand

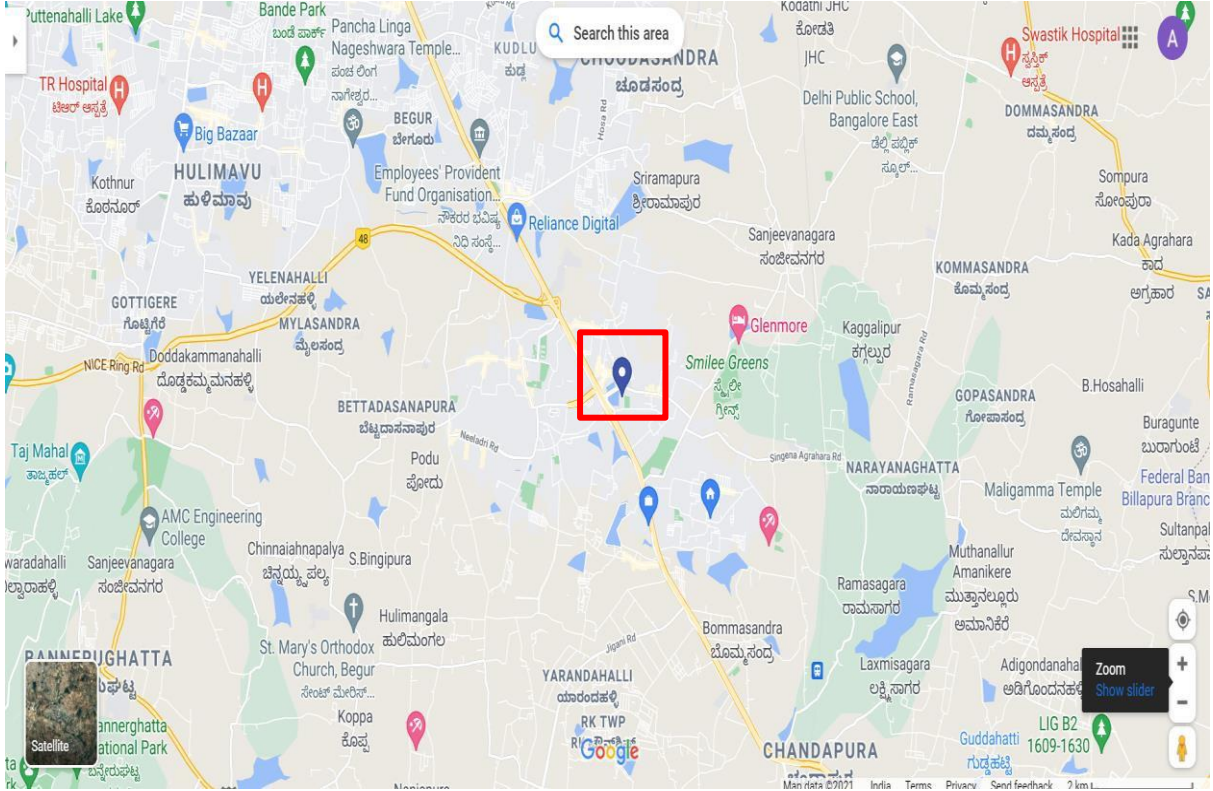
General Counsel – EM & Company Secretary
Membership No.- A13669

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

26th Extra-Ordinary General Meeting
Day and Date: Thursday, September 12, 2024
Time: 04:30 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**Email ID:** Co.Secretarybiologics@biocon.com**Phone:** 080 – 6775 6775

Name of the Member(s): Registered address: E-mail ID: Folio No/DP ID-Client ID:
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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 and vote for me/us and on my/our behalf at the 26th Extra-Ordinary General Meeting of the Company, to be held on **Thursday, September 12, 2024 at 04:30 PM** 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:

Sl. No	Resolution
1.	Creation of security/charges on assets of the Company in connection with borrowing by subsidiaries

Signed this
Signature of member
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**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 Member/Proxy for the registered Member of the Company. I hereby record my presence at the 26th Extra-Ordinary General Meeting of the Company, to be held on **Thursday, September 12, 2024 at 04:30 PM** at Biocon House, Ground Floor, Tower-3, Semicon Park Electronic City, Phase - II, Hosur Road, Bengaluru - 560100.

Name of the Member/Proxy
(in BLOCK letters)

Signature of Member/Proxy

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