

Notice

Notice is hereby given that the 8th (Eighth) Annual General Meeting (“the Meeting”/ “AGM”) of the Members of Biocon Biologics Limited (“the Company”) will be held on Friday, July 26, 2024 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 to transact the following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt

- a) **The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, 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, 2024, and the report of the Auditors thereon.**

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

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 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, 2024, together with the reports of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To re-appoint Mr. Thomas Jason Roberts (DIN: 09337723) as a Non-Executive Non-Independent Director, liable to retire by rotation, and being eligible, offers himself for re-appointment.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Thomas Jason Roberts (DIN: 09337723), Non-Executive Non-Independent Director, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

B. SPECIAL BUSINESS:

3. To approve the revision of the managerial remuneration payable to Mr. Shreehas Pradeep Tambe (DIN: 09796480), CEO and Managing Director of the Company.

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

“**RESOLVED THAT** pursuant to Section 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with the Rules made thereunder, including any amendment(s),

modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded to revise the remuneration of Mr. Shreehas Pradeep Tambe (DIN : 09796480), CEO and Managing Director of the Company from INR 9,05,00,000/- (Indian Rupees Nine Crores and Five Lakhs Only) per annum to INR 15,00,00,000/- (Indian Rupees Fifteen Crores Only) per annum, effective from April 1, 2024, to compensate him for the services he would be rendering to the Company on the terms and conditions as specified in the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice convening this Meeting;

A. Remuneration:

- I. He shall receive from the Company, annual remuneration as follows:
 - a. Monthly salary INR 75,00,000/- (Indian Rupees Seventy Five Lakhs Only) including all allowances and perquisites as per the salary structure of the Company amounting to INR 9,00,00,000/- (Indian Rupees Nine Crores Only) on annual basis;
 - b. Performance Bonus (including long term bonus) of INR 6,00,00,000 (Indian Rupees Six Crores Only) on annual basis: As per Company’s bonus scheme(s), as applicable to all the employees of the Company, from time to time;
 - c. Variable pay-out: Payable at such intervals, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors;
 - d. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company, from time to time;
 - e. The aggregate remuneration payable under the above paras shall not exceed INR 15,00,00,000 (Indian Rupees Fifteen Crores Only), other than variation in reimbursement of expenses and perquisites;
 - f. Perquisite value of stock options exercised, as per Income Tax Act;
 - g. Additionally, performance-linked increments shall be payable as determined by the Board of directors based on the recommendation of the Nomination and Remuneration Committee, within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013.



II. Long term incentives:

Grant of Employee Stock Options, Restricted Stock Units, Performance Stock Units or any other incentive as per the scheme or plan of the Company including but not limited to, under Biocon Biologics Limited Restricted Stock Units and Performance Stock Units Long Term Incentive Plan FY 2025-29 as may be decided by the Board, based on the recommendation of Nomination and Remuneration Committee.

He will be eligible along with other Executive Committee ('EC') and Executive Leadership Team ('ELT') Members for all annual programmes such as milestone/incentive/accelerated performance scheme etc., as approved by the Nomination and Remuneration Committee and the Board from time to time.

B. Perquisites and Benefits:

- i. Reimbursement of Mobile and Telephone charges based on actuals;
- ii. Leave/ Holiday Travel allowance and medical reimbursement/ allowance as per Company's Policy;
- iii. Use of Company Car with Chauffeur;
- iv. Club membership up to a maximum of 2 clubs;
- v. Leave eligibility and leave encashment as applicable to all employees of the Company, from time to time;
- vi. Coverage under group Medical Insurance, Group Life Insurance, travel and Personal Accident Insurance as per the Company Schemes, as applicable to all the employees of the Company, from time to time;
- vii. Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowances, benefits and perquisites as approved by the Board.

C. Expenses:

- i. The Company to reimburse, on a monthly basis, all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Shreehas Pradeep Tambe wholly in proper performance of his duties and responsibilities.

D. Overall Remuneration:

The aggregate of salary, perquisites and as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may deem fit and pay to Mr. Shreehas Pradeep Tambe from time to time shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being in force.

"RESOLVED THAT the Board, based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorised to alter and vary the terms and conditions of remuneration

of Mr. Shreehas Pradeep Tambe (DIN: 09796480), CEO and Managing Director of the Company, but such remuneration shall not exceed the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution;

RESOLVED FURTHER THAT the overall maximum managerial remuneration payable to all the director(s) of the Company including all executive, non-executive and independent directors in the aggregate shall not exceed 11% of the net profits of the Company, as prescribed under Section 197 of the Companies Act, 2013 read with rules made thereunder or other applicable provisions or any statutory modifications thereof;

RESOLVED FURTHER THAT 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, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

4. To approve the transfer of outstanding and lapsed Restricted Stock Units (existing or future) from Biocon Biologics Restricted Stock Unit Long Term Incentive FY 2022-24 Plan to Biocon Biologics Restricted Stock Unit and Performance Stock Units Long Term Incentive FY 2025-29 Plan or any other share benefit schemes/ plans (existing or future) implemented by the Company.

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

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 ("the Act") or any amendments thereto, (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the powers vested under the Biocon Biologics Limited Restricted Stock Units Long Term Incentive Plan FY 2022-24 ("the Plan"), the provisions of the Memorandum and Articles of Association of the Company and the applicable guidelines and clarifications issued by any statutory / regulatory authorities, based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded to transfer the outstanding and lapsed Restricted Stock Units ("RSUs") (existing or future) lying under the Plan to Biocon Biologics Limited Restricted Stock Units and Performance Stock Units Long Term Incentive FY 2025-29 Plan or any

other share benefit schemes/ plans (existing or future);

RESOLVED FURTHER THAT the transfer of outstanding and lapsed RSUs, shall not affect RSUs already offered and granted under this Plan to any grantee and such RSUs shall remain in full force and effect;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company and such other persons as may be authorised by them, be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit to give effect to the above resolution."

5. To ratify the payment of remuneration to the Cost Auditors for the Financial Year 2024-25.

To consider and if thought fit, to pass the following resolution as an **Ordinary resolution:**

"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, 2025, amounting to INR 3,50,000/- (Indian Rupees Three Lakhs Fifty Thousand 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."

By Order of the Board of Directors
Sd/-

Deepika Srivastava

Company Secretary

(Membership Number A23654)

Place: Bengaluru
June 29, 2024

Biocon Biologics Limited

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 Act which sets out details relating to Special Businesses at the meeting, is annexed hereto.

2. A member entitled to attend and vote at the AGM 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. 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 members 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 as 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 Members 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 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.
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, 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

As required under Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to business mentioned under items no. 3, 4 and 5 of the accompanying Notice.

Item No. 3: To approve the revision of the managerial remuneration payable to Mr. Shreehas Pradeep Tambe (DIN: 09796480), CEO and Managing Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the Members at its 18th Extra Ordinary General Meeting ('EGM') held on November 24, 2022, approved the appointment of Mr. Shreehas Pradeep Tambe (DIN: 09796480) as CEO and Managing Director of the Company for a period of 5 years with effect from commencement of business hours on December 5, 2022 to December 4, 2027 and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 22, 2023 approved the revised remuneration payable to Mr. Shreehas Pradeep Tambe (DIN: 09796480) amounting to INR 9,05,00,000/- (Indian Rupees Nine Crores and Five Lakhs Only) per annum, with effect from April 1, 2023 up to March 31, 2024. The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, in its meeting held on February 06, 2024, approved to continue the payment of same remuneration as mentioned above effective April 1, 2024, to Mr. Shreehas Pradeep Tambe CEO and Managing Director of the Company.

Further, based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on June 29, 2024, approved the revised remuneration payable to Mr. Shreehas Pradeep Tambe (DIN: 09796480) from INR 9,05,00,000/- (Indian Rupees Nine Crores and Five Lakhs Only) to INR 15,00,00,000/- (Indian Rupees Fifteen Crores Only) per annum effective from April 1, 2024, as per the terms and conditions including remuneration mentioned below:

A. Remuneration:

- I. He shall receive from the Company, annual remuneration as follows:
 - a. Monthly salary INR 75,00,000/- (Indian Rupees Seventy Five Lakhs Only) including all allowances and perquisites as per the salary structure of the Company amounting to INR 9,00,00,000 /- (Indian Rupees Nine Crores Only) on annual basis;
 - b. Performance Bonus (including long term bonus) of INR 6,00,00,000 (Indian Rupees Six Crores Only) on annual basis: As per Company's bonus scheme(s), as applicable to all the employees of the Company, from time to time;
 - c. Variable pay-out: Payable at such intervals, as the recommended by Nomination and Remuneration Committee and approved by the Board of Directors;
 - d. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund in accordance with the Act(s) / Scheme(s), as applicable to all the employees of the Company, from time to time;
 - e. The aggregate remuneration payable under above paras shall not exceed INR 15,00,00,000 (Indian Rupees Fifteen Crores Only), other than variation in reimbursement of expenses and perquisites;

- f. Perquisite value of stock options exercised, as per Income Tax Act;
- g. Additionally, performance-linked increments shall be payable as determined by the Board of directors based on the recommendation of the Nomination and Remuneration Committee, within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013.

II. Long term incentives:

Grant of Employee stock options, Restricted Stock Units, Performance Stock Units or any other incentive as per the scheme or plan of the Company including but not limited to, under Biocon Biologics Limited Restricted Stock Units and Performance Stock Units Long Term Incentive Plan FY 2025-29 as may be decided by the Board, based on the recommendation of Nomination and Remuneration Committee.

He will be eligible along with other Executive Committee ('EC') and Executive Leadership Team ('ELT') Members for all annual programmes such as milestone/incentive/accelerated performance scheme etc., as approved by the Nomination and Remuneration Committee and the Board from time to time.

B. Perquisites and Benefits:

- i. Reimbursement of Mobile and Telephone charges based on actuals;
- ii. Leave/ Holiday Travel allowance and medical reimbursement/ allowance as per Company Policy;
- iii. Use of Company Car with Chauffeur;
- iv. Club membership up to a maximum of 2 clubs;
- v. Leave eligibility and leave encashment as applicable to all employees of the Company, from time to time;
- vi. Coverage under group Medical Insurance, Group Life Insurance, travel and Personal Accident Insurance as per Company Schemes, as applicable to all the employees of the Company, from time to time;
- vii. Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowances, benefits and perquisites as approved by the Board.

C. Expenses:

- i. The Company to reimburse, on a monthly basis, all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by Mr. Shreehas Pradeep Tambe wholly in proper performance of his duties and responsibilities.

D. Overall Remuneration:

- i. The aggregate of salary, perquisites and as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may deem fit

and pay to Mr. Shreehas Pradeep Tambe from time to time shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being in force.

Except Mr. Shreehas Pradeep Tambe, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution. All other relevant details of Mr. Shreehas Pradeep Tambe (DIN: 09796480) under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are mentioned in Annexure-A attached hereto.

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

Item No. 4: To approve the transfer of outstanding and lapsed Restricted Stock Units (existing or future) from Biocon Biologics Restricted Stock Unit Long Term Incentive FY 2022-24 Plan to Biocon Biologics Restricted Stock Unit and Performance Stock Units Long Term Incentive FY 2025-29 Plan or any other share benefit schemes/ plans (existing or future) implemented by the Company.

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the members at its meeting held on July 28, 2021, introduced the "Biocon Biologics Limited Restricted Stock Units Long Term Incentive Plan FY 2022-24" (hereinafter referred to as "BBL RSU LTI Plan FY 2022-24") designed to drive performance towards achieving the Board approved strategy plan for the FY 2022-24.

The Plan is implemented through Biocon Biologics Employees Welfare Trust ('the Trust') wherein the Company would issue shares to the Trust by way of fresh allotment over a period of time.

The maximum number of Restricted Stock Units ("RSUs") issued pursuant to this Plan would not exceed 7,134,885 (Seven Million One Hundred Thirty Four Thousand Eight Hundred Eighty Five) which would upon exercise be convertible into 7,134,885 (Seven Million One Hundred Thirty Four Thousand Eight Hundred Eighty Five) equity shares of the Company.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at their meeting held on November 7, 2023, approved to extend the last grant date under the Plan from October 31, 2023 to March 31, 2024, and vesting schedule thereto, for granting RSUs to the employees involved in Strategic Project. Therefore, as per the terms of the Plan, the plan has been discontinued for further grants effective March 31, 2024 and employees who have been granted RSUs under the plan shall continue to be entitled to exercise the RSUs on meeting the relevant vesting conditions. It shall not affect RSUs already offered and granted under the Plan to any grantee and such RSUs shall remain in full force and effect, as if the Plan had not been terminated.

Subsequently, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at its meeting held on February 5 and February 6, 2024 respectively, the members at its meeting held on April 23, 2024, introduced the "Biocon Biologics Limited Restricted Stock Units ('RSU') and Performance Stock Units ('PSU') Long Term Incentive FY 2025-29 Plan ("BBL RSU and PSU LTI Plan") (hereinafter referred to as "the Plan") designed to drive performance towards achieving the Board approved strategy plan.

Due to discontinuation of the BBL RSU LTI Plan FY 2022-24, it may have surplus shares due to lapse of RSUs granted to the employees and these surplus shares shall continue to increase due to various reasons including resignation/separation and performance rating in future. Hence, in order to use the surplus shares, the members are requested to approve the transfer these surplus shares from BBL RSU LTI Plan FY 2022-24 to BBL RSU and PSU LTI Plan or any other share benefit schemes/ plans (existing or future) implemented by the Company.

None of the director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

Item No. 5: To ratify and payment of remuneration to the Cost Auditors for the Financial Year 2024-2025.

The Board at its meeting held on May 14, 2024, approved the appointment of M/s. Rao, Murthy & Associates as the Cost Auditors of the Company for the financial year ending March 31, 2025 at a remuneration of INR 3,50,000/- (Indina Rupees Three Lakhs Fifty Thousand 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 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 members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

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

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the Members by way of an Ordinary Resolution.

By Order of the Board of Directors
Sd/-

Place: Bengaluru
June 29, 2024

Deepika Srivastava
Company Secretary
(Membership Number A23654)

Biocon Biologics Limited

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 A

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	Mr. Thomas Jason Roberts	Mr. Shreehas Pradeep Tambe
DIN	09337723	09796480
Age	37 years	49 years
Qualifications	<ul style="list-style-type: none"> • M.D., Medicine Stanford University School of Medicine • MBA, Business Administration, Stanford Graduate School of Business • B.A. with High Distinction, University of Virginia 2009 • Oncology Fellowship at Dana-Farber Cancer Institute/Massachusetts General Hospital • Internal Medicine/Primary Care Residency at Massachusetts Hospital 	<ul style="list-style-type: none"> • Masters’ degree in Bioprocess Technology from ICT (UDCT), University of Mumbai • Pharmaceutical Sciences & Technology at University of Pune • Distinguished Alumnus Award (Professional) by his alma mater, the prestigious ICT, Mumbai, in 2020
Experience (including expertise in specific functional area)	<ul style="list-style-type: none"> • Head and Neck Oncologist, Massachusetts General Hospital Cancer Center • Clinical Director of Oncology Services, Massachusetts General Brigham Healthcare at Home • Associate Director of Quality and Safety, Massachusetts General Hospital Cancer Center • Instructor of Medicine, Harvard Medical School 	<ul style="list-style-type: none"> • Over 20 years of leadership experience in operational and strategic roles and has led large, diverse teams at R&D, Manufacturing and Projects & Engineering during his tenure
Terms and conditions of appointment	Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Thomas Jason Roberts, is liable to retire by rotation.	Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Shreehas Pradeep Tambe 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.	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	Not Applicable	For the detailed remuneration along with the terms and conditions please refer to the explanatory statement to Item No. 3 forming part of this Notice.
Date of first appointment on the Board	November 15, 2021	December 5, 2022
Shareholding in the Company as on June 29, 2024	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2023-24)	For details on the number of Board meeting attended please refer to the Corporate Governance Report which is a part of this Annual Report.	For details on the number of Board meeting attended please refer to the Corporate Governance Report which is a part of this Annual Report.
Directorships of other Boards as on June 29, 2024	For details on the Directorships, please refer to the Corporate Governance Report which is a part of this Annual Report.	For details on the Directorships, please refer to the Corporate Governance Report which is a part of this Annual Report.
Membership / Chairmanship of Committees of other Boards as on June 29, 2024	For details on the chairmanship/membership of committees, please refer to the Corporate Governance Report which is a part of this Annual Report.	For details on the chairmanship/membership of committees, please refer to the Corporate Governance Report which is a part of this Annual Report.

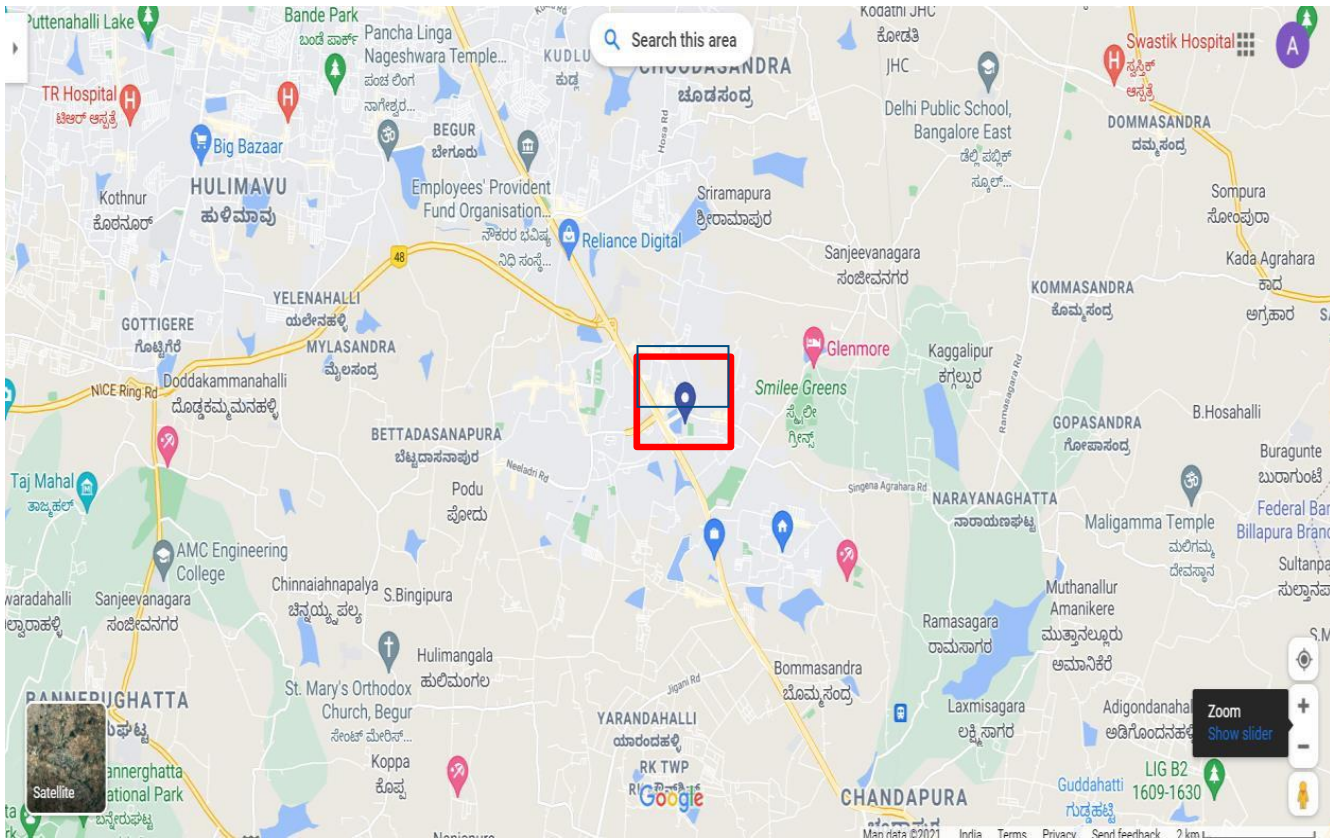
8th Annual General Meeting

Day and Date: Friday, July 26, 2024

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

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:

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.

as my/our proxy to attend and vote for me/us and on my/our behalf at the 8th Annual General Meeting of the Company, to be held on Friday, July 26, 2024, 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:

Sl. No	Resolution
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Ordinary Business

1. To receive, consider and adopt:
 - The Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and
 - The Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon.
2. To re-appoint Thomas Jason Roberts (DIN: 09337723) as a Non-Executive Non-Independent Director, liable to retire by rotation, and being eligible, offers himself for re-appointment.

Special Business

3. To approve the revision of the managerial remuneration payable to Mr. Shreehas Pradeep Tambe (DIN: 09796480), CEO and Managing Director of the Company.
4. To approve the transfer of outstanding and lapsed Restricted Stock Units (existing or future) from Biocon Biologics Restricted Stock Unit Long Term Incentive FY 2022-24 Plan to Biocon Biologics Restricted Stock Unit and Performance Stock Units Long Term Incentive FY 2025-29 Plan or any other share benefit schemes/ plans (existing or future) implemented by the Company.
5. To ratify the payment of remuneration to the Cost Auditors for the financial year 2024-25.

Signed this
Signature of member(s)
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:	
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I certify that I am the registered member/Proxy for the registered member of the Company. I hereby record my presence at the 8th (Eighth) Annual General Meeting of the Company, to be held on Friday, July 26, 2024 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 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 Annual General Meeting venue. Members are informed that no duplicate Attendance Slips will be issued at the venue of Annual General Meeting.