

2nd June, 2022

The Secretary
BSE Limited
Phiroze Jeejeebhoy
Towers, Dalal Street
Fort, Mumbai - 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block

Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Dear Sir/Madam,

Sub : Annual Report for the financial year 2021-22 and Notice convening the 103rd Annual General Meeting

Ref : Regulation 34, 53 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 34, 53 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for F.Y. 2021-22 and the Notice convening the 103rd Annual General Meeting (AGM) of the Company.

Pursuant to relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual Report of the Company for F.Y. 2021-22 and Notice of 103rd AGM have been sent through email to all the Members whose Email Ids are registered with the Company/Depository Participant(s).

The Annual Report for F.Y. 2021-22 and Notice of 103rd Annual General Meeting is also uploaded on the Company's website at <http://britannia.co.in/investors/annual-report>.

Request you to take the above information / documents on records.

Yours faithfully,

For Britannia Industries Limited



T.V.Thulsidass
Company Secretary
Membership No.: A20927



Encl: As Above

BRITANNIA INDUSTRIES LIMITED

(Corporate Identification Number: L15412WB1918PLC002964)

Registered Office: 5/1A, Hungerford Street, Kolkata - 700 017

Phone: 033 22872439/2057; Fax: 033 22872501

Website: www.britannia.co.in E-mail Id: investorrelations@britindia.com

NOTICE OF 103RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 103rd Annual General Meeting (AGM) of the Members of Britannia Industries Limited will be held on Tuesday, 28 June 2022 at 3:30 PM IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 5/1A, Hungerford Street, Kolkata - 700 017.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2022, together with the Reports of the Board of Directors and the Auditors thereon;
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2022, together with the Report of the Auditors thereon.
2. To declare a final dividend of 5650% i.e. ₹ 56.50 per equity share of face value of ₹ 1 each for the financial year ended 31 March 2022.
3. To appoint a Director in place of Mr. Ness N Wadia (DIN: 00036049), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Keki Elavia (DIN: 00003940) 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 of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the performance evaluation, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 2 May 2022, Mr. Keki Elavia (DIN: 00003940), who has submitted a declaration that he meets the

criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of two (2) years w.e.f 7 August 2022 (date of re-appointment) upto 6 August 2024 or the date of the 105th Annual General Meeting, whichever is later.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members be and is hereby accorded for the re-appointment of Mr. Keki Elavia as an Independent Director of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

5. **Approval of the Remuneration payable to Mr. Nusli N Wadia (DIN: 00015731), Chairman and Non-Executive Director of the Company, for the Financial Year 2021-22**

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Articles of Association of the Company, the Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees, and

BRITANNIA INDUSTRIES LIMITED

based on performance evaluation, recommendation of Nomination and Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 2 May 2022 and resolution passed by the Members at the 95th AGM held on 12 August 2014 approving the remuneration payable to the Non-Executive Directors of the Company, in aggregate upto 1% (one percent) of the Net Profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, approval of the Members be and is hereby accorded for payment of commission of ₹ 73.35 million to Mr. Nusli N Wadia (DIN: 00015731), Chairman and Non-Executive Director of the Company, which is in excess of 50% of the total annual remuneration payable to all non-executive directors for the Financial Year 2021-22.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to take necessary steps and to do all such acts, deeds and things for and on behalf of the Company as may be necessary to give effect to the resolution.”

6. Approval of limits for making investment, loans, guarantees and security under Section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, approval of the Members be

and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person(s) or any other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time, in one or more tranches, in excess of the limits stipulated in Section 186(2) of the Companies Act, 2013, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, up to an amount not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crores Only).

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and are hereby severally authorised 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 to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, as may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

By Order of the Board of Directors
For Britannia Industries Limited

Date : 7 May 2022
Place : Bengaluru

T.V. Thulsidass
Company Secretary
Membership No.: A20927

BRITANNIA INDUSTRIES LIMITED

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts relating to the special business from Item No. 4 to Item No. 6 of the Notice, is annexed hereto.
2. Pursuant to General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 21/2021 dated 14 December 2021 and General Circular No. 02/2022 dated 5 May 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 issued by the Securities and Exchange Board of India (“SEBI Circulars”), the 103rd AGM of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a venue. The deemed venue for the 103rd AGM shall be the Registered Office of the Company.
3. In terms of MCA Circulars, since the physical presence of Members has been dispensed with, there is no requirement of appointment of proxies under Section 105 of the Companies Act, 2013. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional/corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM and vote on their behalf. The aforementioned resolution/authorization shall be sent to the Company at investorrelations@britindia.com or to KFin Technologies Limited, Registrar and Share Transfer Agent at einward.ris@kfintech.com with a copy marked to evoting@nsdl.co.in. Further, Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-voting” tab in their login.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 22 June 2022 to Tuesday, 28 June 2022 (both days inclusive) for the purpose of AGM and determining the entitlement of the shareholders to the final dividend for the financial year 2021-22.
6. The details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI Listing Regulations, 2015) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM forms part of the Notice.

DIVIDEND RELATED INFORMATION:

7. Subject to the provisions of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within the time prescribed under law, to those Members whose name appear on the Register of Members as on 21 June 2022. The dividend for the shares held in dematerialized form, will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
8. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, Members holding shares in physical form are requested to provide/update bank account details to the Registrar and Share Transfer Agent or Company. Please refer point no. 39 for the process to be followed for updation of bank details.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:

10. Pursuant to MCA Circulars and SEBI Circulars, Annual Report for F.Y. 2021-22 and the Notice of 103rd Annual General Meeting of the Company are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
11. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail address in prescribed form ISR-1 and other relevant forms with

BRITANNIA INDUSTRIES LIMITED

M/s. KFin Technologies Limited, Registrar and Share Transfer Agent of the Company, ("KFIN") at: einward.ris@kfintech.com. Members may download the prescribed forms from the Company's website at <http://britannia.co.in/investors/communication-to-physical-shareholders>. Members holding shares in dematerialised mode are requested to register/update their e-mail address with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to investorrelations@britindia.com or einward.ris@kfintech.com.

12. The Notice of 103rd AGM along with Annual Report for FY. 2021-22, is available on the website of the Company at www.britannia.co.in, on the website of 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 NSDL at www.evoting.nsdl.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours (9:30 A.M. to 5:30 P.M.) on all working days.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

13. Members will be able to attend the Meeting through VC/OAVM by using their remote e-voting login credentials and selecting the EVEN ("E-voting Event Number") for the Meeting. The facility to join the Meeting shall be kept open 30 minutes before the scheduled time of commencement of the Meeting. Members are requested to join the Meeting by following the procedure given in this Notice.
14. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without the restriction of first come first served basis.

15. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may attend the AGM by following the steps mentioned below for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed.
16. Members who do not have the User ID and Password for remote e-voting and e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
17. Members are requested to join the Meeting through Laptops for a better meeting experience and will be required to allow camera as well as use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Asst. Vice President, NSDL and/or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

BRITANNIA INDUSTRIES LIMITED

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

20. As the Meeting is being conducted through VC/OAVM, Members are encouraged to express their views/send their queries in advance mentioning their name, DP Id / Client Id / Folio Number, and mobile number to investorrelations@britindia.com to enable smooth conduct of the Meeting. Queries received by the Company on the aforementioned Email Id by Tuesday, 21 June 2022, 5:00 P.M. IST shall only be considered and responded.
21. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., mobile number at investorrelations@britindia.com on or before Tuesday, 21 June 2022, 5:00 P.M. IST. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
22. When a pre-registered speaker is invited to speak at the meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
23. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

24. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, and the MCA Circulars, the Company is pleased to provide facility of remote e-voting and e-voting at the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating remote e-voting and e-voting at the AGM.

25. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Tuesday, 21 June 2022, i.e. a day prior to commencement of book closure date, being the cut-off date shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
26. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, 21 June 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, 21 June 2022 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-voting system”.
27. The remote e-voting period commences on Saturday, 25 June 2022 (9:00 A.M. IST) and ends on Monday, 27 June 2022 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, 21 June 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

BRITANNIA INDUSTRIES LIMITED

PROCEDURE AND INSTRUCTION FOR ATTENDING AGM THROUGH VC/OAVM, REMOTE E VOTING AND E-VOTING AT THE AGM

28. The procedure and instructions for remote e-voting are given below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https:// eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

BRITANNIA INDUSTRIES LIMITED

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholder holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholder holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

BRITANNIA INDUSTRIES LIMITED

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For holding shares in Members Physical Form.	EVEN Number followed by Folio Number registered with the company For example if your folio number is 001*** and EVEN is 101456 then your user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- a) Click on “Forgot User Details/ Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

- a. How to cast your vote electronically and join General Meeting on NSDL e-voting system?
 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during

BRITANNIA INDUSTRIES LIMITED

the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

3. Now you are ready for e-voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- b. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to investorrelations@britindia.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@britindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholders may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.
- c. **The instructions for Members for E-Voting on the day of the AGM are as under: -**
1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
 3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.
29. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
30. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President and/or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

BRITANNIA INDUSTRIES LIMITED

DECLARATION OF VOTING RESULTS:

31. The Company has appointed Mr. P. N. Parikh (FCS No. 327 CP No. 1228) or failing him Mr. Mitesh Dhabliwala (FCS No. 8331 CP No. 9511), or failing him Ms. Jigyasa Ved (FCS No. 6488 CP No. 6018), Practising Company Secretaries, Address: 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (West), Mumbai- 400 053 as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
32. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
33. The result declared along with the Scrutinizer's Report shall be placed on the Company's website: www.britannia.co.in and on NSDL's website: <https://www.evoting.nsdl.com/> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

34. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, basis the request being sent on investorrelations@britindia.com.
35. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com/>.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF) RELATED INFORMATION:

36. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31 March 2015 and onwards, which remains unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to Investor Education and Protection Fund (IEPF).

The Members who have so far not yet claimed their dividend for the previous years are advised to submit their claim to the Company's Registrar and Transfer Agent at their address given herein below, quoting their Folio No./DP Id and Client Id:

Kfin Technologies Limited

(Formerly known as Kfin Technologies Private Limited)

Unit: Britannia Industries Limited

Selenium Building, Tower – B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032

Tel. No.: +91 40 6716 2222; Fax No.: +91 40 2300 1153; Toll Free No.: 1800 3094001

E-mail Id: einward.ris@kfintech.com;

Website: www.kfintech.com

During financial year 2021-22, the Company has transferred unclaimed dividend of ₹ 70,68,420 and unclaimed debenture interest of ₹ 8,16,391.20 to IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.

The details of unclaimed amounts lying with the Company as on 31 March 2022 will be available on the website of the Company www.britannia.co.in.

37. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all the shares in respect of which dividend has not been claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund (IEPF).

The shareholders who have not claimed/encashed the dividend in the last 7 consecutive years from F.Y. 2014-15 are requested to claim the same to avoid transfer of shares to IEPF.

In accordance with the aforesaid provisions, the Company has transferred 1,15,066 equity shares held by 65 shareholders as on 31 March 2014 whose dividends were remaining unclaimed for 7 consecutive years i.e., from F.Y. 2013-14 to IEPF.

Shareholders may note that the unclaimed dividend/debenture interest amount/debenture redemption amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF including all benefits accruing on such shares, if any, can be claimed back from the IEPF by making an online application in Form IEPF-5 (available on www.iepf.gov.in) along with the fee prescribed to the IEPF authority with a copy to the Company.

BRITANNIA INDUSTRIES LIMITED

OTHERS:

38. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
39. SEBI vide its Circular no. SEBI/HO/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 has introduced common and simplified norms for processing investor's service request by the Registrar and Share Transfer Agent ("RTA") of the Company and mandatory norms for furnishing PAN, KYC and nomination details by holders of physical securities.

Members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by holders of physical securities and to furnish the documents/details, as given below:

Particulars	Form No.
PAN	Form No. ISR -1
Postal Address with PIN	
Email Address	
Mobile Number	
Bank Account Details (Name of the Bank, branch, account number and IFS Code)	
Signature	Form No. ISR-2
Registration of Nomination	Form No. SH-13
Cancellation or Variation of Nomination	Form No. SH-14
Declaration to opt out nomination	Form No. ISR-3

The aforesaid forms can be downloaded from the website of the Company and RTA at: <http://britannia.co.in/investors/communication-to-physical-shareholders> and <https://www.kfintech.com/>

40. Members are also requested to link PAN to Aadhaar Number by 31 March 2022 or any other date as may be specified by CBDT.
41. Any service request shall be entertained by RTA only upon registration of the PAN, Bank details and the nomination. Further, in absence of the above information on or after 1 April 2023, the folios shall be frozen by the

RTA in compliance with SEBI Circular. Any request on the said folio will be undertaken only after submission of the aforementioned information.

42. If the folios continue to remain frozen as on 31 December 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
43. All documents/requests and other communications relating to share/debentures should be addressed to the Company's Registrar and Transfer Agent, Kfin Technologies Limited, at the address mentioned below:

Kfin Technologies Limited

(Formerly known as Kfin Technologies Private Limited)

Unit: Britannia Industries Limited

Selenium Building, Tower – B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032

Tel. No.: +91 40 6716 2222; Fax No.: +91 40 2300 1153;

Toll Free No.: 1800 3094001

E-mail Id: einward.ris@kfintech.com;

Website: www.kfintech.com

44. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is maintaining an E-mail Id: investorrelations@britindia.com exclusively for quick redressal of members'/investors grievances.
45. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25 January 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Any shareholder who is desirous of dematerializing their securities may write to the Company at investorrelations@britindia.com or to the Registrar and Share Transfer Agent at einward.ris@kfintech.com.

BRITANNIA INDUSTRIES LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS, 2015")

Item No. 4:

Pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013, Mr. Keki Elavia (DIN: 00003940) was appointed as an Independent Director for a period of five (5) years from 7 August 2017 upto 6 August 2022 by the Members at the 99th AGM of the Company held on 6 August 2018.

As per Section 149(10) of the Act, an Independent Director can be re-appointed for another term of upto five (5) consecutive years by passing special resolution by the Company.

Based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and SEBI Listing Regulations, 2015, Mr. Keki Elavia is eligible for re-appointment as an Independent Director of the Company.

The Company has received declaration from Mr. Keki Elavia that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other authority from holding the office of Director.

The Company has also received declaration from Mr. Keki Elavia that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 (1)(b) of the SEBI Listing Regulations, 2015.

The Company has received notice from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Keki Elavia as an Independent Director of the Company.

Further, as per Regulation 17(1A) of Listing Regulations, 2015, approval of the Members is required by special resolution for appointing or continuing non-executive director who has attained the age of seventy-five years.

Mr. Keki Elavia attained the age of 75 years during his first term and the approval of the Members for continuing his directorship after attaining the age of 75 years had been obtained at the 99th Annual General Meeting held on 6 August 2018. The approval pursuant to Regulation 17(1A) is sought for the re-appointment of Mr. Keki Elavia as an Independent Director for a second term of two(2) years.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Keki Elavia as an Independent Director for a second term of two(2) consecutive years w.e.f 7 August 2022 (date of re-appointment) upto 6 August 2024 or the date of the 105th Annual General Meeting, whichever is later, for approval of the Members of the Company by way of Special Resolution.

Copy of the draft letter for appointment of Mr. Keki Elavia, Independent Directors setting out the terms and conditions thereof is available for inspection without payment of any fee by the Members at the Registered Office of the Company during normal business hours (9:30 A.M. to 5:30 P.M.) on any working day, upto and including the date of AGM of the Company.

Except Mr. Keki Elavia, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Mr. Keki Elavia is not related to any Director of the Company.

Brief profile of Mr. Keki Elavia, nature of his expertise in functional areas and names of listed companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors as required under SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws are annexed to the Notice.

The Board recommends the resolution set out in the Item No. 4 for approval of the Members as a Special Resolution.

Item No. 5:

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires companies to obtain approval of the Members by passing of a special resolution, every year, for payment of remuneration to a Non-Executive Director exceeding 50% (fifty percent) of the total annual remuneration payable to all Non-Executive Directors.

Mr. Nusli N Wadia is the Promoter, Non-Executive Director and Chairman of the Company. He guides Managing Director and the Management on the Company's long-term goals and also engages with the Board for improving the effectiveness of the Board's functioning.

The remuneration proposed to be paid to the Chairman is after consideration of his contribution at the meetings of the Board of Directors and its Committees as well as time spent on operational matters other than at the meetings.

BRITANNIA INDUSTRIES LIMITED

The proposed remuneration does not include the sitting fee and reimbursement of expenses paid for attending various Meetings of the Company.

The Board of Directors, on recommendation of the Nomination and Remuneration Committee, approved the remuneration of ₹ 73.35 million to the Chairman of the Company and further recommends the same for the approval of the Members.

Mr. Nusli N Wadia holds 4,500 shares in the Company.

Except Mr. Nusli N Wadia and Mr. Ness N Wadia, none of the other Directors, Key Managerial Personnel, of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out in the Item No. 5 for approval of the Members as a Special Resolution.

Item No. 6:

In terms of Section 186(2) of the Companies Act, 2013, a Company is authorized to make investments in the securities of other body corporates, give loans, provide guarantees and security in connection with any loan, to any other body corporate or person, to the extent of 60% of its paid-up share capital and free reserves or 100% of its free reserves, whichever is higher, with the approval of the Board of Directors. In order to make investments, give loans or provide guarantees/security

in excess of the aforementioned limits, the prior approval of the shareholders is required by way of a Special Resolution under Section 186(3) of the Companies Act, 2013 is required.

The Company has been investing surplus funds in various entities and bodies corporate from time to time, in compliance with Section 186 and other applicable provisions of the Companies Act, 2013.

In view of its long term plans and growth prospects, it is anticipated that the Company would be required to make investments or give loans, provide guarantees/security in excess of the limits stipulated in Section 186(2) of the Companies Act, 2013.

Accordingly, consent of the Members is sought for authorizing the Board to make investments, giving loans and providing guarantees/securities in connection with loans to various entities and bodies corporate, from time to time, in excess of the limits stipulated in Section 186(2) of the Companies Act, 2013 up to an amount not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crores Only).

None of the Directors/Managers/Key Managerial Personnel or relatives of any of the Directors/Managers/Key Managerial Personnel of your Company are in any way concerned or interested in this resolution.

The Board recommends the resolution set out in the Item No. 6 for approval of the Members as a Special Resolution.

BRITANNIA INDUSTRIES LIMITED

PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT

[Pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard-2]

Profile of Mr. Keki Elavia:

Mr. Keki Elavia (DIN: 00003940), aged 76 years, is an Independent Director of the Company and is a retired Senior Partner of M/s Kalyaniwalla & Mistry, Chartered Accountants. He was associated with M/s. Kalyaniwalla & Mistry for more than 40 years and has also been a partner of S.R. Batliboi, Chartered Accountants for a brief period.

Mr. Keki Elavia is also a trustee of some educational and medical trusts.

The Reserve Bank of India appointed Mr. Keki Elavia as a Member of the Indian Advisory Committee of the Hong Kong and Shanghai Banking Corporation Limited where he was the Chairman of its Audit Committee and Corporate Governance Committee.

The other positions that he held in the past are:

- i) Member of the India UK Accountancy Task Force constituted by the Ministry of Commerce, Government of India and a member of the Investment Committee of Phoenix Asset Reconstruction Fund 1 of Phoenix ARC Private Limited.
- ii) Member of the Expert Group constituted by the Reserve Bank of India for designing a supervisory framework for Non-Banking Financial Companies.
- iii) Member of the Auditing Practices Committee, Research Committee and the Auditing and Assurances Standards Board of the Institute of Chartered Accountants of India.
- iv) Member of the Board of Governors, Bombay Chapter of the Institute of Internal Auditors.
- v) Member of the Specialised Committees of Bombay Chamber of Commerce & Industry, Governing Council, Indo-French Chamber of Commerce & Industry etc.

Mr. Keki Elavia has expertise in areas of finance & accounting, risk management, legal & regulatory requirements and governance.

Mr. Keki Elavia is the Chairman of the Audit Committee and Member of Risk Management Committee of the Board of the Company. He is also on the Board and Committees of the Board of several other leading companies.

Other details with respect to his re-appointment are given below:

Date of first appointment	7 August 2017
Terms and conditions	Appointment of Mr. Keki Elavia as a Non-Executive Independent Director for a second term of two (2) years effective from 7 August 2022 upto 6 August 2024 or the date of the 105 th AGM, whichever is later.
Details of remuneration last drawn (in ₹)	Last drawn remuneration is given in the Corporate Governance Report
Details of remuneration proposed	As a Non-Executive Independent Director, Mr. Keki Elavia is entitled to commission in addition to sitting fees for attending the meetings.
Shareholding in the Company as on the date of this report	Nil
Relationship with other Directors, Manager & KMP	Mr Keki Elavia is not related to any Director, Manager and KMP of the Company.
Directorships of other Boards as on date of this Notice	- Dai-ichi Karkaria Limited - Godrej & Boyce Manufacturing Company Ltd - Grindwell Norton Limited - The Bombay Dyeing and Manufacturing Company Limited - Go Airlines (India) Limited - Sterling & Wilson Renewable Energy Limited - Phoenix Arc Private Limited

BRITANNIA INDUSTRIES LIMITED

Directorships of other Listed Entities from which he resigned in the past three years	- Godrej Industries Limited - Goa Carbon Limited
Membership/Chairmanship of Committees of other Boards as on date of this Notice	Dai-ichi Karkaria Limited - Audit Committee - Member - Corporate Social Responsibility Committee - Chairman - Nomination & Remuneration Committee - Member Godrej & Boyce Manufacturing Company Ltd - Audit Committee - Chairman - Nomination & Remuneration Committee - Member - Corporate Social Responsibility Committee - Member - Stakeholder's Relationship Committee - Member Grindwell Norton Limited - Audit Committee - Member - Nomination & Remuneration Committee - Member - Corporate Social Responsibility Committee - Chairman The Bombay Dyeing and Manufacturing Company Limited - Audit Committee - Chairman - Risk Management Committee - Member Go Airlines (India) Limited - Audit Committee - Chairman Sterling & Wilson Renewable Energy Limited - Audit Committee - Member - Nomination & Remuneration Committee - Chairman - Corporate Social Responsibility Committee - Chairman - Risk Management Committee - Member Phoenix ARC Private Limited - Audit Committee - Member - Share Allotment Committee - Member - Corporate Social Responsibility Committee - Member
No. of Board Meetings attended during F.Y. 2021-22	4 out of 6 board meetings held in F.Y. 2021-22

BRITANNIA INDUSTRIES LIMITED

Profile of Mr. Ness N Wadia:

Mr Ness N Wadia (DIN: 00036049), aged 50 years is a Promoter Non-Executive Director of the Company. He is the Chairman of National Peroxide Ltd, Managing Director of The Bombay Burmah Trading Corporation Limited and Director on boards of Wadia Group Companies. He is also a member on the Board of the Wadia Hospitals; and Trustee of Sir Ness Wadia Foundation, F.E. Dinshaw Trust, Britannia Nutrition Foundation and Modern Education Society, Pune.

As a Trustee of Sir Ness Wadia Foundation and other Trusts, he leads the Group's efforts to empower the underprivileged sections of the society. He is actively involved in overseeing the award-winning Wadia Hospitals in addition to the Group's educational Institutions as well as education and housing institutions.

Mr. Wadia was active in major industry organisations like FICCI and led several forums such as Lifestyle forum, Young Leaders forum as well as President of its Mumbai Chapter.

He has a Master's degree in Science (M.Sc.) of Engineering Management from the University of Warwick with a thesis titled "Leading to Success in India".

Mr. Wadia is also a co-owner of Kings XI Punjab, a prominent cricket team in the Indian Premier League.

Mr. Ness Wadia has extensive experience in leading operations of large organisations and possess expertise in developing and implementing business strategies for the Company. Further, he possesses deep understanding of consumer behavior in diverse environments and conditions pertaining to core business areas of the Company.

Mr. Ness N Wadia is the Member of Audit Committee, Finance Committee, Strategy and Innovation Steering Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Board of the Company.

He is also on the Board and Committee of the Board of several other leading Companies.

Date of first appointment	29 April 2010
Terms and conditions	Appointment of Mr. Ness Wadia as a Non-Executive Director of the Company liable to retire by rotation
Details of remuneration last drawn (in ₹)	Last drawn remuneration is given in the Corporate Governance Report.
Details of remuneration proposed	As a Non-Executive Director, Mr. Ness N Wadia is entitled to commission in addition to sitting fees for attending the meetings.
Shareholding in the Company as on the date of this report	16,202 equity shares
Relationship with other Directors, Manager & KMP	Mr. Ness N Wadia is the son of Mr. Nusli N Wadia Chairman of the Company, he is not related to any other Director, Manager and KMP of the Company.
Directorships of other Boards as on date of this Notice	- The Bombay Dyeing & Manufacturing Company Limited - National Peroxide Limited - The Bombay Burmah Trading Corporation Limited - Go Airlines (India) Limited - Virtual Education Network Private Limited - K.P.H. Dream Cricket Private Limited - Go Investments & Trading Private Limited - Nitapo Holdings Private Limited

BRITANNIA INDUSTRIES LIMITED

Directorships of other Listed Entities from which he resigned in the past three years	Nil
Memberships/ Chairmanship of Committees of other Boards as on date of this Notice	The Bombay Dyeing & Manufacturing Company Limited - Audit Committee - Member - Corporate Social Responsibility Committee - Chairman National Peroxide Limited - Nomination & Remuneration Committee - Member - Corporate Social Responsibility Committee - Chairman - Strategy Advisory Committee - Member The Bombay Burmah Trading Corporation Limited - Stakeholders Relationship Committee - Member - Corporate Social Responsibility Committee - Member - Risk Management Committee - Member Go Airlines (India) Limited - Audit Committee - Member - Stakeholders Relationship Committee - Member - Corporate Social Responsibility Committee - Member - Finance Committee - Member
No. of Board Meetings attended during FY. 2021-22	6 out of 6 board meetings held in FY. 2021-22

By Order of the Board of Directors
For Britannia Industries Limited

Date : 7 May 2022
Place : Bengaluru

T.V. Thulsidass
Company Secretary
Membership No.: A20927

BRITANNIA INDUSTRIES LIMITED

NOTES

[illegible]

BRITANNIA INDUSTRIES LIMITED

NOTES

[illegible]

BRITANNIA INDUSTRIES LIMITED

NOTES

[illegible]