BRITANNIA

6th September, 2021

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

2. 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: Proceedings of the 102nd Annual General Meeting (AGM) held on 6 September, 2021
Ref: Regulation 30, Part A of Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

With reference to the above cited subject and pursuant to the provisions of Regulation 30, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the summary of the proceedings of the 102nd AGM of the Company held on 6 September 2021 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The AGM commenced at 3:00 P.M IST and concluded at 5:40 P.M IST.

Request you to kindly take the above information on records.

Thanking you

Yours faithfully,
For Britannia Industries Limited

T V Thulsidass
Company Secretary
Membership No.: A20927

BRITANNIA INDUSTRIES LIMITED BANGALORE

Encl: As above

Britannia Industries Limited
Prestige Shantiniketan, The Business Precinct
Tower C, 16th & 17th floor, Whitefield Main Road
Mahadevapura Post, Bengaluru-560048
Fax No: 080 37687486, Board No: 080 37687100

Registered Office - 5/1A, Hungerford Street,
Kolkata - 700017, West Bengal.
CIN No.: L15412WB1918PLC002964
Email: investorrelations@britindia.com
Website: www.britannia.co.in
Tel No: 033 22872439/2057, Fax No: 033 22872501

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SUMMARY OF THE PROCEEDINGS OF THE 102ND AGM CONDUCTED THROUGH VC/OAVM

The 102nd AGM of the Members of Britannia Industries Limited ('the Company') was held on Monday, 6 September 2021 at 3:00 P.M. IST through VC/OAVM. The Meeting was held in compliance with 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 and General Circular No. 02/2021 dated 13 January 2021 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") and other applicable provisions.

Mr. Nusli Wadia, Chairman, after ascertaining the presence of requisite quorum, called the Meeting to order.

The Chairman informed the Members that Notice of 102nd AGM and Annual Report for FY 2020-21 were sent by e-mail to all the Members whose e-mail address is registered with the Company or the Depository Participant(s) in compliance with aforementioned MCA and SEBI Circulars.

The Chairman further informed the Members that the Notice of 102nd AGM, Report of the Board of Directors and the Financial Statements for the financial year 2020-21 were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Audit Report, it was taken as read.

The Chairman then delivered his speech and thereafter, the Members who registered themselves as speakers were invited to express their views and raise queries.

The Members were informed that the Company had already responded to the queries submitted in advance and replies to the additional queries raised at the Meeting would be sent to their respective email ids.

Thereafter, the Chairman stated that as per the Notice of 102nd AGM, there are 9 resolutions to be transacted at the Meeting. The Chairman authorised Mr. T.V Thulsidass, Company Secretary to conduct e-voting and conclude the Meeting.

He thanked the Directors and Members for participating in the Meeting and wished everyone the best health and safety in the year ahead.

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Mr. T.V Thulsidass, Company Secretary read out the resolutions and stated the following:

- The business to be transacted are:
  - Item No. 1: Adoption of Audited Financial Statements for FY 20-21 along with report of the Board of Directors & Auditors thereon.
  - Item No. 2: To resolve not to fill vacancy in place of the retiring director, Mr. Jehangir N Wadia.
  - Item No. 3: Appointment of Dr. Urjit Patel as an Independent Director of the Company.
  - Item No. 4: Re-appointment of Dr. Y.S.P Thorat as an Independent Director of the Company.
  - Item No. 5: Re-appointment of Dr. Ajay Shah as an Independent Director of the Company.
  - Item No. 6: Termination of BIL ESOS Scheme and replacement with BIL Phantom Options Scheme.
  - Item No. 7: Approval of the Remuneration payable to Mr. Nusli N Wadia, Chairman of the Company.
  - Item No. 8: Appointment of Mr. N. Venkataraman as a Director of the Company.
  - Item No. 9: Appointment of Mr. N. Venkataraman as Whole-Time Director, designated as Executive Director & CFO of the Company.

- The remote e-voting facility was provided by the Company between Friday, 3 September 2021 (9:00 A.M. IST) and Sunday, 5 September 2021 (5:00 P.M. IST).

- E-voting would be allowed to all those Members present at the AGM who have not cast their votes through remote e-voting. The Members may click on e-voting tab to cast their votes. The e-voting would be open for 30 minutes.

- The Company has appointed Mr. P.N Parikh from M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.

- Results of the Meeting would be announced on or before 8 September 2021 and the same would be intimated to the Stock Exchanges and uploaded on the websites of the Company and NSDL.

He thanked all the Members who have participated in the meeting and co-operated with the Company in ensuring the smooth conduct of this AGM.

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After the completion of the AGM, the scrutinizer unblocked votes cast through remote e-voting and e-voting at the AGM and submitted his Report. As per the report submitted by the Scrutinizer, all the Resolutions mentioned in the Notice of 102nd AGM were passed with requisite majority as given below:

Sl. No.	Particulars	Type of Resolution
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2021, 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 2021, together with the Report of the Auditors thereon.	Ordinary Resolution
2	To resolve not to fill vacancy in place of the retiring director Mr. Jehangir N Wadia (DIN: 00088831), who has not offered himself for re-appointment in terms of Section 152 of the Companies Act, 2013	Ordinary Resolution
3	Appointment of Dr. Urjit Patel (DIN: 00175210) as an Independent Director of the Company	Ordinary Resolution
4	Re-appointment of Dr. Y.S.P Thorat (DIN: 00135258) as an Independent Director of the Company	Special Resolution
5	Re-appointment of Dr. Ajay Shah (DIN: 01141239) as an Independent Director of the Company	Special Resolution
6	Termination of the existing Britannia Industries Limited – Employee Stock Option Scheme and replacing with Britannia Industries Limited – Phantom Option Scheme 2021 and replacing the options under Britannia Industries Limited – Employee Stock Option Scheme with the options under Britannia Industries Limited – Phantom Option Scheme 2021	Special Resolution

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7	Approval of the Remuneration payable to Mr. Nusli N Wadia (DIN: 00015731), Chairman and Non- Executive Director of the Company, for the Financial Year 2020-21	Special Resolution
8	Appointment of Mr. N. Venkataraman (DIN: 05220857) as a Director of the Company	Ordinary Resolution
9	Appointment of Mr. N. Venkataraman (DIN: 05220857) as a Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company	Ordinary Resolution

Thanking you

Yours faithfully,
For Britannia Industries Limited

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T V Thulsidass
Company Secretary
Membership No.: A20927

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