



12th October, 2022

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 : Notice of Postal Ballot

Ref : Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed Notice of Postal Ballot along with the explanatory statement seeking approval of the Members of the Company for:

1. Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Director of the Company.
2. Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Whole-Time Director designated as Executive Director and Chief Executive Officer of the Company.

The above Ordinary Resolutions as set out in the Notice are proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only ('Remote E-voting').

A copy of the Postal Ballot Notice is also available on the website of the Company at www.britannia.co.in and on the website of M/s. National Securities Depository Limited at www.nsdl.co.in

In compliance with Ministry of Corporate Affairs Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 20/2021 dated 08 December, 2021 and 03/2022 dated May 05, 2022, Notice of Postal Ballot along with the explanatory statement has been sent electronically to the Members whose e-mail IDs are



available in the records of the Company / Kfin Technologies Limited ("Kfintech"), Company's Registrar and Transfer Agent / Depositories, as on Friday, 7 October, 2022, being the Cut-off Date. For Members who have not registered their e-mail IDs, please follow the instructions given in the Notice of Postal Ballot.

The remote e-voting period will commence on Thursday, 13 October, 2022 at 9:00 A.M (IST) and end on Friday, 11 November, 2022 at 5:00 P.M (IST).

Request you to take the above information on records.

Thanking you,

**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 POSTAL BALLOT

Dear Members(s),

Notice is hereby given pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") read with the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020 and 39/2020 dated 31 December 2020 and 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021 and 03/2022 dated 5 May 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations 2015") (including any statutory modifications or re-enactment thereof for the time being in force), that the Ordinary Resolutions as set out in this Notice are proposed for approval by the Members of the Company through Postal Ballot by voting through electronic means only ("remote e-voting").

SPECIAL BUSINESS

1. **Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Director of the Company**

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

"RESOLVED THAT Mr. Rajneet Singh Kohli (DIN: 09743554), who was, on the recommendation of the Nomination and Remuneration Committee, appointed as an Additional Director of the Company by the Board of Directors with effect from 26 September 2022, in terms of Section 161 of the Companies Act, 2013, Regulations 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 94 of Articles of Association of the Company and who holds office of Director up to the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier and in respect of whom the Company has received a notice in writing from a Member of the Company proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and are hereby 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 do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

2. **Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Whole-Time Director designated as Executive Director and Chief Executive Officer of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company and based on recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective meetings held on 23 September 2022 and subject to such approvals, permissions and sanctions, as may be required, consent of the Members be and is hereby accorded for appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Whole-Time Director designated as Executive Director and Chief Executive Officer of the Company, for a period of five (5) years with effect from 26 September 2022 upto 25 September, 2027, liable to retire by rotation and on the terms and conditions contained in the Agreement proposed to be entered into with Mr. Rajneet Singh Kohli and as set out in the Explanatory Statement annexed to this Notice with liberty

Britannia Industries Limited

and power to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution), to alter and vary the terms and conditions of the said appointment and/or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to enter into an Agreement on behalf of Company with Mr. Rajneet Singh Kohli on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution.”

**By Order of the Board of Directors
For Britannia Industries Limited**

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

Registered Office:

5/1A, Hungerford Street,
Kolkata - 700 017 West Bengal

Date : 23 September 2022

Place: Bengaluru

NOTES:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Act read with Rule 22 of the Rules pertaining to the proposed resolutions, setting out material facts and reasons thereof is annexed hereto.
2. The details required under Regulation 36(3) of the SEBI Listing Regulations 2015 and SS-2 in respect of Appointment of a Director forms part of this Notice.
3. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners and email IDs are registered as on Friday, 7 October 2022. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 10.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 7 October 2022 being the cut-off date, are entitled to vote on the Resolution(s) set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules, the Company has provided facility for Members to exercise their votes electronically through remote e-voting facility provided by National Securities Depository Limited (NSDL).
6. The voting rights of Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, 7 October 2022.
7. The remote e-voting period commences on Thursday, 13 October 2022 at 9:00 A.M IST and ends on Friday, 11 November 2022 at 5:00 PM IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
8. Notice of Postal Ballot will also be available on the Company’s website at www.britannia.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of NSDL i.e. www.evoting.nsdl.com.
9. All the documents referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Thursday, 13 October 2022 to Friday, 11 November 2022 basis the request sent to investorrelations@britindia.com mentioning the name, Folio no. / Client ID and DP ID and the document which they wished to inspect.

10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sharing a duly filled and signed copy of Form ISR-1 as per the format prescribed by SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 with the Company at einward.ris@kfintech.com / investorrelations@britindia.com along a the copy of signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investorrelations@britindia.com.
11. The Company has appointed Mr. P. N. Parikh (FCS No. 327 CP No. 1228) or failing him Mr. Mitesh Dhaliwala (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 to act as Scrutinizer, for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner.
12. The Scrutinizer shall unblock the votes after conclusion of voting through remote e-voting and submit his report to the Chairman or a Director authorized.
13. The results of Postal Ballot will be announced on Monday, 14 November 2022 at 5:00 P.M. The declared results along with the report of the Scrutinizer will be submitted to BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., www.britannia.co.in/investors/postal-ballot, website of NSDL i.e. www.evoting.nsdl.com. The Company will also display the results of the Postal Ballot at its Registered Office.
14. The Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed at a general meeting of members on the last date specified for remote e-voting i.e., Friday, 11 November 2022.
15. The instructions for shareholders for remote e-voting are as under:-





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	<ol style="list-style-type: none"> 1. 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. 2. 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

	<ol style="list-style-type: none"> 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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/myeasinew/home/login or www.cdslindia.com and click on New System Myeasi. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a Verification Code as shown on the screen.

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

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.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - 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 on NSDL e-Voting system

- a. **How to cast your vote electronically 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 is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
 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 shareholders 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 for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- c. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to brit.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in. 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.
- d. 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.

- e.** 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.
- f.** The details of the person who may be contacted for any grievances connected with the facility for e-voting shall be the same person mentioned above.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 22 OF THE RULES.

Item Nos. 1 & 2

The Board of Directors at their Meeting held on 23 September 2022 based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajneet Singh Kohli as an Additional Director of the Company w.e.f 26 September 2022.

Mr. Rajneet Singh Kohli holds office as an Additional Director upto the date of next General Meeting or for a period of 3 months from the date of appointment whichever is earlier, in accordance with the provisions of Section 161 of the Act read with the rules made thereunder and Regulation 17(1C) of the SEBI Listing Regulations 2015. Mr. Rajneet Singh Kohli is qualified to be appointed as a Director and has submitted consent to act as Director and other statutory declarations.

The Company has received a notice proposing candidature of Mr. Rajneet Singh Kohli for the office of a Director under Section 160 of the Act.

Further, subject to the approval of the Members of the Company, the Board of Directors at their meeting held on 23 September 2022, based on the recommendations of Nomination and Remuneration Committee, appointed Mr. Rajneet Singh Kohli (DIN: 09743554), as a Whole-Time Director and Chief Executive Officer designated as Executive Director and Chief Executive Officer of the Company for a period of 5 years, with effect from 26 September 2022 upto 25 September 2027.

Pursuant to the provisions of Sections 190, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act and SEBI Listing Regulations 2015, approval of the Members is sought for appointment of Mr. Rajneet Singh Kohli as a Whole-Time Director and Chief Executive Officer designated as Executive Director and Chief Executive Officer of the Company on such terms and conditions as given herein below:

Terms and Conditions:

The summary of the terms and conditions of the appointment of Mr. Rajneet Singh Kohli as a Whole-Time Director designated as Executive Director and Chief Executive Officer of the Company are as follows:

- a. Term:** For a period of five years with effect from 26 September 2022 upto 25 September 2027
- b. Designation:** Executive Director and Chief Executive Officer of the Company
- c. Remuneration:**
 - Basic Salary upto ₹ 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) per annum with such increments each year, as may be decided by the Nomination and Remuneration Committee (**‘Committee’**) and/or the Board of Directors, based on merit and taking into account the Company’s performance for the year.
 - Other perquisites, benefits and allowances as may be determined by the Board/Committee from time to time.
 - Performance linked and long term incentives based on performance criteria laid down and as approved by the Board/Committee from time to time.
 - Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the Rules of the Company.
 - All other terms of his employment would be as approved by the Board/Committee from time to time.
 - Mr. Rajneet Singh Kohli will be entitled to leave in accordance with the rules of the Company. Privilege Leave earned but not availed by him would be encashable in accordance with the rules of the Company.
 - Aggregate of the remuneration shall be within the maximum limits as provided under Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, SEBI Listing Regulations 2015, including any statutory modification(s) or re-enactment thereof for the time being in force and shall be subject to the approval of any statutory authorities, if applicable.
 - Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Mr. Rajneet Singh Kohli, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above subject to compliance of Schedule V and all other applicable provisions of the Companies Act, 2013, if and to the extent necessary, with the approval of any statutory authorities, if applicable.

The Nomination and Remuneration Committee and Board of Directors consider the aforesaid remuneration commensurate with duties and responsibilities of Mr. Rajneet Singh Kohli

- The rules and policies of the Company which are applicable to other senior executives of the Company shall also apply to Mr. Rajneet Singh Kohli.
- Mr. Rajneet Singh Kohli shall not be paid any sitting fees for attending Meetings of the Board or of any Committee thereof.
- For the purpose of computing the ceilings, wherever applicable, perquisites would be valued as per the Income Tax Rules, 1962.

d. Other terms and conditions:

- Mr. Rajneet Singh Kohli shall not, except in the proper course of his duties during the continuance of his employment with the Company or any time thereafter divulge or disclose to any persons whomsoever or make use whatsoever for his own purpose or for any purpose of any information or knowledge obtained by him during his employment as to the business and/or affairs of the Company and/or trade secrets or secret processes of the Company.
- The employment of Mr. Rajneet Singh Kohli shall forthwith determine if he ceases to be a Director of the Company. He shall cease to be a Director if the Agreement is terminated and he ceases to be employed as Executive Director and CEO.
- If Mr. Rajneet Singh Kohli is found to be guilty of any misconduct or any breach of the Agreement which in the opinion of the Board may render his retirement from the office of Executive Director and CEO, the Company may without notice determine the Agreement forthwith and he shall cease to be Executive Director and CEO of the Company upon such determination.
- Either party shall be entitled to terminate the Agreement by giving not less than six calendar months' prior notice in writing in that behalf to the Company, provided that the Company shall be entitled to terminate Mr. Rajneet Singh Kohli's employment at any time by payment to him of six months' basic salary in lieu of such notice. Mr. Rajneet Singh Kohli shall be entitled to take early retirement, at any time during the tenure, commencing w.e.f. 26 September 2022, by giving not less than six calendar months' prior notice in writing in that behalf to the Company.
- If Mr. Rajneet Singh Kohli ceases to be Executive Director and CEO of the Company, he shall be deemed to have resigned from the office of Director as and from the date of such cessation.

The Board will have the authority to vary/modify/amend any of the aforesaid terms and conditions provided such variation/modification/amendment is in conformity with the applicable provisions of the Act, as amended from time to time. This may be treated as an abstract of the terms of the Agreement between the Company and Mr. Rajneet Singh Kohli, when executed, pursuant to Section 190 of the Act.

The draft Agreement to be entered into by the Company with Mr. Rajneet Singh Kohli is available for inspection electronically by the Members basis the request being sent on investorrelations@britindia.com mentioning their Name, DP ID, Client ID through their registered e-mail ID.

Keeping in view of Mr. Rajneet Singh Kohli's expertise and knowledge, the Board considers that his association would be of immense benefit and recommend his appointment as the Whole-Time Director and Chief Executive Officer designated as Executive Director and Chief Executive Officer of the Company for period of 5 years w.e.f 26 September 2022 upto 25 September 2027.

Except Mr. Rajneet Singh Kohli, being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

Britannia Industries Limited**Brief profile and other requisite details of Mr. Rajneet Singh Kohli as required under the SEBI Listing Regulations 2015 and Secretarial Standards-2 on General Meetings:**

Mr. Rajneet Singh Kohli (DIN: 09743554), aged 47 years is an MBA from University of Wales, UK. Further, he has also undertaken executive courses from Columbia Business School, New York & Indian School of Business (ISB). He has more than 25 years of experience in numerous senior leadership roles in sectors like FMCG & Retail. Previously, Mr. Kohli was engaged with Jubilant FoodWorks (JFL) as the President & Chief Business Officer for Domino's Pizza.

Prior to JFL, he has worked 14 years with Coca-Cola both in BU & Bottling side as Senior Vice President. Mr. Kohli has also spent 5.5 years prior to joining JFL with Asian Paints and a stint in Color Steels, UK. Throughout his career, Rajneet has been driven by a passion to serve consumers, inspire teams and build businesses by leveraging data & technology.

Other details with respect to his appointment is given below:

Date of first appointment	26 September 2022 subject to approval of Members
Terms and conditions	Appointment of Mr. Rajneet Singh Kohli as a Whole-Time Director designated as Executive Director and Chief Executive Officer of the Company for a period of five (5) years effective from 26 September 2022 upto September 25, 2027
Nature of expertise in specific functional areas	Rich experience in FMCG and Digital Transformation
Details of remuneration last drawn (in ₹)	Not Applicable
Details of remuneration Proposed	The details of the proposed remuneration to Mr. Rajneet Singh Kohli as a Whole-Time Director designated as Executive Director and Chief Executive Officer of the Company are given in the explanatory statement of the Notice
Shareholding in the Company as on the date of this report	29 Equity Shares of Re. 1/- each
Relationship with other directors, Manager & KMP	Mr. Rajneet Singh Kohli is not related to any Director, Manager and KMP of the Company
Directorships of other Boards as on date of this Notice	NIL
Directorships of other Boards from which the person has resigned in the past three years	NIL
Memberships/Chairmanship of Committees of other Boards as on date of this Notice	NIL
Memberships/Chairmanship of Committees of other Boards from which the person has resigned in the past three years	NIL
No. of Board Meetings attended during FY 2022-23	Not Applicable

**By Order of the Board of Directors
For Britannia Industries Limited**

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

Date : 23 September 2022

Place: Bengaluru