

29th June, 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: Proceedings of the 103rd Annual General Meeting (AGM) held on 28th June, 2022**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 103rd AGM of the Company held on 28th June 2022 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The AGM commenced at 3:30 P.M IST and concluded at 5:35 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



Encl: As above

SUMMARY OF THE PROCEEDINGS OF THE 103RD AGM CONDUCTED THROUGH VC/OAVM

The 103rd AGM of the Members of Britannia Industries Limited ('the Company') was held on Tuesday, 28th June 2022 at 3:30 P.M. IST through VC/OAVM. The Meeting was held in compliance with General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 21/2021 dated 14th December 2021 and General Circular No. 02/2022 dated 5th May 2022 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 issued by the Securities and Exchange Board of India ("SEBI Circulars") and other applicable provisions.

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

The Chairman informed the Members that Notice of 103rd AGM and Annual Report for the financial year 2021-22 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 103rd AGM, Report of the Board of Directors and the Financial Statements for the financial year 2021-22 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 103rd AGM, there are 6 resolutions to be transacted at the Meeting. The Chairman authorised Mr. T.V. Thusidass, 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.



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

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

- The business to be transacted are:
 - Item No. 1: Adoption of Audited Standalone and Consolidated Financial Statements for the financial year 2021-22 along with report of the Board of Directors & Auditors thereon.
 - Item No. 2: Declaration of Final Dividend of 5650% i.e., Rs. 56.50 per equity share of Face Value Re. 1 each for the financial year ended 31st March 2022
 - Item No. 3: Re-appointment of Mr. Ness N Wadia, Non-Executive Director of the Company, who retires by rotation and is eligible for re-appointment.
 - Item No. 4: Re-appointment of Mr. Keki Elavia as an Independent Director of the Company for a second term of 2 years or the date of the 105th Annual General meeting, whichever is later.
 - Item No. 5: Approval of the Remuneration payable to Mr. Nusli N Wadia, Chairman of the Company.
 - Item No. 6: Approval of limits for making investments, loans, guarantees and security under Section 186 of the Companies Act, 2013.
- The remote e-voting facility was provided by the Company between Saturday, 25th June 2022 (9:00 A.M. IST) and Monday, 27th June, 2022 (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 (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, from M/s. Parikh & Associates 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 30th June, 2022 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.




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 on 29th June, 2022. As per the report submitted by the Scrutinizer, the result of the Resolutions mentioned in the Notice of 103rd AGM is given below:

Sr. No.	Particulars	Type of Resolution	Result
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st 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 st March, 2022 together with the Report of the Auditors thereon.	Ordinary Resolution	Passed with requisite majority
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 st March, 2022.	Ordinary Resolution	Passed with requisite majority
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.	Ordinary Resolution	Passed with requisite majority
4	Re-appointment of Mr. Keki Elavia (DIN: 00003940) as an Independent Director of the Company.	Special Resolution	Passed with requisite majority
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.	Special Resolution	Passed with requisite majority
6	Approval of limits for making investment, loans, guarantees and security under Section 186 of the Companies Act, 2013	Special Resolution	Not Passed with requisite majority


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