

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: Voting Results of the 103rd Annual General Meeting (AGM) of Britannia Industries Limited

Ref: Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

This is to inform you that the 103rd AGM of the Members of the Britannia Industries Limited ("Company") was held on Tuesday, 28th June 2022 at 3:30 P.M. IST through Video Conferencing ("VC")/Other Audio Video Means ("OAVM") in accordance with the provisions of Companies Act, 2013 read 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with 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.

Pursuant to the aforementioned provisions, the Company provided the remote e-voting facility between Saturday, 25th June 2022 (9:00 A.M. IST) and Monday, 27th June 2022 (5:00 P.M. IST) and e-voting facility at the AGM to all those Members present at the AGM and who have not cast their votes through remote e-voting.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of the 103rd AGM held on 28th June 2022 at 3:30 P.M IST through VC/OAVM along with the Scrutinizer's report issued by Mr. Mitesh Dhaliwala from M/s. Parikh & Associates, Practicing Company Secretaries.


**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



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

Britannia Industries Limited

Prestige Shantiniketan, The Business Precinct
Tower C, 16th & 17th floor, Whitefield Main Road
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Website: www.britannia.co.in
Tel No: 033 22872439/2057, Fax No: 033 22872501

		BRITANNIA INDUSTRIES LTD								
Date of the AGM/EGM		28-06-2022								
Total number of shareholders on record date		319371								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		NA								
Public:		NA								
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:		8								
Public:		208								
Resolution No.		1								
Resolution required: (Ordinary/ Special)		ORDINARY - 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.								
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	6,12,74,236	5,20,80,538	84.9958	5,20,24,521	56,017	99.8924	0.1076	0	0
	Poll		8,05,288	1.3142	8,05,288	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,28,85,826	86.31	5,28,29,809	56,017	99.8941	0.1059	0	0
Public- Non Institutions	E-Voting	5,78,41,168	2,07,47,628	35.8700	2,07,47,235	393	99.9981	0.0019	0	0
	Poll		4,83,522	0.8359	4,83,512	10	99.9979	0.0021	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,12,31,150	36.7059	2,12,30,747	403	99.9981	0.0019	0	0
Total	24,08,68,296	19,58,69,868	81.3182	19,58,13,448	56,420	99.9712	0.0288	0	0	

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Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - 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									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	6,12,74,236	5,28,29,778	86.2186	5,28,29,778	0	100.0000	0.0000	0	0
	Poll		8,05,288	1.3142	8,05,288	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,36,35,066	87.5328	5,36,35,066	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	5,78,41,168	2,29,33,040	39.6483	2,29,31,899	1,141	99.9950	0.0050	0	0
	Poll		4,83,522	0.8359	4,83,520	2	99.9996	0.0004	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,34,16,562	40.4842	2,34,15,419	1,143	99.9951	0.0049	0	0
Total	24,08,68,296	19,88,04,520	82.5366	19,88,03,377	1,143	99.9994	0.0006	0	0	

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Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - 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.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	6,12,74,236	4,85,20,212	79.1853	3,13,43,207	1,71,77,005	64.5982	35.4018	0	0
	Poll		8,05,288	1.3142	8,05,288	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,93,25,500	80.4995	3,21,48,495	1,71,77,005	65.1762	34.8238	0	0
Public- Non Institutions	E-Voting	5,78,41,168	2,29,33,086	39.6484	2,29,29,163	3,923	99.9829	0.0171	0	0
	Poll		4,83,522	0.8359	4,83,511	11	99.9977	0.0023	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,34,16,608	40.4843	2,34,12,674	3,934	99.9832	0.0168	0	0
Total		24,08,68,296	19,44,95,000	80.7474	17,73,14,061	1,71,80,939	91.1664	8.8336	0	0

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Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Keki Elavia (DIN 00003940) as an Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	6,12,74,236	5,00,53,241	81.6873	4,58,27,503	42,25,738	91.5575	8.4425	0	0
	Poll		8,05,288	1.3142	8,05,288	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,08,58,529	83.0015	4,66,32,791	42,25,738	91.6912	8.3088	0	0
Public- Non Institutions	E-Voting	5,78,41,168	1,07,96,830	18.6663	89,11,707	18,85,123	82.5400	17.4600	0	0
	Poll		4,83,522	0.8359	4,83,511	11	99.9977	0.0023	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,12,80,352	19.5022	93,95,218	18,85,134	83.2883	16.7117	0	0
Total	24,08,68,296	18,38,91,773	76.3454	17,77,80,901	61,10,872	96.6769	3.3231	0	0	

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Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - 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									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	6,12,74,236	5,28,29,778	86.2186	2,10,18,226	3,18,11,552	39.7848	60.2152	0	0
	Poll		8,05,288	1.3142	8,05,288	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,36,35,066	87.5328	2,18,23,514	3,18,11,552	40.6889	59.3111	0	0
Public- Non Institutions	E-Voting	5,78,41,168	2,29,32,054	39.6466	89,04,186	1,40,27,868	38.8286	61.1714	0	0
	Poll		4,83,522	0.8359	4,83,512	10	99.9979	0.0021	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,34,15,576	40.4825	93,87,698	1,40,27,878	40.0917	59.9083	0	0
Total		24,08,68,296	19,88,03,534	82.5362	15,29,64,104	4,58,39,430	76.9423	23.0577	0	0

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Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of limits for making investment, loans, guarantees and security under Section 186 of the Companies Act, 2013									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	6,12,74,236	5,28,29,778	86.2186	1,52,47,773	3,75,82,005	28.8621	71.1379	0	0
	Poll		8,05,288	1.3142	8,05,288	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,36,35,066	87.5328	1,60,53,061	3,75,82,005	29.9302	70.0698	0	0
Public- Non Institutions	E-Voting	5,78,41,168	2,02,20,863	34.9593	55,49,023	1,46,71,840	27.4421	72.5579	0	0
	Poll		4,83,522	0.8359	4,83,512	10	99.9979	0.0021	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,07,04,385	35.7952	60,32,535	1,46,71,850	29.1365	70.8635	0	0
Total		24,08,68,296	19,60,92,343	81.4106	14,38,38,488	5,22,53,855	73.3524	26.6476	0	0

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To,
The Chairman
Britannia Industries Limited
CIN: L15412WB1918PLC002964
5/1A, Hungerford Street,
Kolkata - 700 017

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, at the 103rd Annual General Meeting (AGM) of Britannia Industries Limited held on Tuesday, 28 June 2022 at 3:30 PM (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Britannia Industries Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting and e-voting process in respect of the below mentioned resolutions proposed at the 103rd AGM of Britannia Industries Limited held on Tuesday, 28 June 2022 at 3:30 PM (IST) through VC/OAVM.

The notice dated 7 May 2022, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, 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, 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 No. SEBI/ HO/ CFD/ CMD1/ CIR/P/ 2020/79 dated 12 May 2020, Circular No. 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 Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting and e-voting at the AGM.

The remote e-voting period commenced on Saturday, 25 June 2022 (9:00 A.M. IST) and ended on Monday, 27 June 2022 (5:00 P.M. IST) and the NSDL remote e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, 21 June, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting and the e-voting at the AGM in respect of the said resolutions.



A handwritten signature in blue ink, appearing to read "Theodor", written in a cursive style.

Resolution 1: Ordinary Resolution

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.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,758	19,58,13,448	99.9712

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
21	56,420	0.0288

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Handwritten signature

Resolution 2: Ordinary Resolution

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.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,768	19,88,03,377	99.9994

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	1,143	0.0006

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



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Resolution 3: Ordinary Resolution

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.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,297	17,73,14,061	91.1664

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
470	1,71,80,939	8.8336

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



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Resolution 4: Special Resolution

Re-appointment of Mr. Keki Elavia (DIN: 00003940) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,538	17,77,80,901	96.6769

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
219	61,10,872	3.3231

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



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Resolution 5: Special Resolution

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.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,157	15,29,64,104	76.9423

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
620	4,58,39,430	23.0577

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



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Resolution 6: Special Resolution**Approval of limits for making investment, loans, guarantees and security under Section 186 of the Companies Act, 2013.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,099	14,38,38,488	73.3524

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
677	5,22,53,855	26.6476

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

MITESH
DHABLIWALA

Digitally signed by MITESH
DHABLIWALA
Date: 2022.06.29 19:28:53 +05'30'

Mitesh Dhaliwala
Parikh & Associates
Practising Company Secretaries
FCS: 8331 CP No.: 9511
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053
Place: Mumbai
Dated: June 29, 2022
UDIN: F008331D000544845
P/R No.: 1129/2021

