



28th August, 2023

To,
The Manager,
Corporate Relations Department
BSE Limited, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001
Scrip Code: 500825

To,
The Manager,
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra-Kurla
Complex, Bandra (East), Mumbai – 400051
Scrip Code: BRITANNIA

Dear Sir/Madam,

Sub: Proceedings of the 104th Annual General Meeting ('AGM') held on 28th August, 2023
Ref: Regulation 30, Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') read with relevant SEBI Circulars.

Further to our letters dated 5th May, 2023 and 26th July, 2023 and pursuant to Regulation 30, Part A of Schedule III of SEBI Listing Regulations, 2015, please find enclosed the summary of the proceedings of the 104th AGM of the Company held today, i.e., Monday, 28th August, 2023 through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

The AGM commenced at 3:30 P.M. IST and concluded at 6:10 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 104th Annual General Meeting Conducted through VC/OAVM

The 104th Annual General Meeting ('AGM') of the Members of Britannia Industries Limited ('the Company') was held today, i.e., Monday, 28th August, 2023 at 3:30 P.M. IST through Video Conferencing ('VC') and Other Audio Visual Mode ('OAVM'). The Meeting was held in compliance with provisions of the Companies Act, 2013 ('Act'), the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') and other applicable Circulars issued by the Ministry of Corporate Affairs.

Mr. Nusli N. Wadia, Chairman, presided over the meeting in terms of the Articles of Association of the Company.

All the Directors, including the Chairmen of the Audit Committee and Stakeholders' Relationship Committee and the Company Secretary of the Company attended the Meeting.

The representatives of the Statutory Auditors and the Secretarial Auditors also attended the meeting.

A total of 153 members representing 12,28,58,107 equity shares were present at the meeting.

The requisite quorum as required under Section 103 of the Companies Act, 2013 was present throughout the Meeting.

The Chairman called the Meeting to order as the requisite quorum was present. The Chairman informed the Members that Notice of 104th AGM and Annual Report for the Financial Year 2022-23 were sent by E-mail to all the Members whose E-mail address is registered with the Company or the Depository Participant(s). The Chairman further informed that the Statutory Registers (except the Proxy Register as the Meeting was being held through VC) and other documents required were made available for inspection by the Members during the AGM on the website of NSDL.

Since the Notice of 104th AGM, Report of the Board of Directors and the Financial Statements for the Financial Year 2022-23 were already circulated to the members and there were no qualifications, observations or comments in the Auditors' Reports, the same were 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.

Thereafter, Mr. Varun Berry, Executive Vice-Chairman & Managing Director thanked all the Members for participating in the AGM and 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 E-mail IDs within 72 hours.



Thereafter, the Chairman stated that as per the Notice of 104th AGM, there were 6 resolutions to be transacted at the Meeting. The Chairman authorised Mr. T.V. Thulsidass, Company Secretary to conduct e-voting and conclude the Meeting.

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

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 Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2023, together with Reports of the Board of Directors and the Auditors thereon.
 - **Item No. 2:** Re-appointment of Mr. Nusli N. Wadia, Non-Executive Director of the Company, who retires by rotation and is eligible for re-appointment.
 - **Item No. 3:** Re-appointment of Mr. Varun Berry as Executive Vice-Chairman and Managing Director of the Company.
 - **Item No. 4:** Re-appointment of Ms. Tanya Dubash as an Independent Director of the Company.
 - **Item No. 5:** Amendment of the Articles of Association of the Company.
 - **Item No. 6:** Ratification of Remuneration payable to Cost Auditors of the Company for the Financial Year ending 31 March 2024.
- The remote E-voting facility was provided by the Company between Friday, 25th August, 2023 (9:00 A.M. IST) to Sunday, 27th August, 2023 (5:00 P.M. IST).
- E-voting would be allowed to all those Members present at the AGM and 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 had appointed Mr. Mitesh Dhaliwala (FCS No. 8331 CP No. 9511), 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 August, 2023 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 the AGM.