



Date: 13<sup>th</sup> August, 2024

To

Corporate Relations Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400 001  
Scrip code: 500825

Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, C/1, G-Block, Bandra - Kurla Complex,  
Bandra (East), Mumbai – 400 051  
Symbol: BRITANNIA

Dear Sir/Madam,

**Sub : Summary of the Proceedings of the 105<sup>th</sup> Annual General Meeting ('AGM') of the Company held on 12<sup>th</sup> August, 2024**

**Ref : Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023**

Pursuant to Regulation 30 read with Clause 13 of Para A of Part A of Schedule III of the SEBI Listing Regulations, 2015, please find enclosed the summary of the proceedings of the 105<sup>th</sup> AGM of the Company held on Monday, 12<sup>th</sup> August, 2024 through Video Conferencing / Other Audio Visual Means.

The AGM commenced at 3:30 P.M. IST and concluded at 6:15 P.M. IST.

Request you to please take the above information on records.

Thanking You

Yours faithfully,

**For Britannia Industries Limited**

**T. V. Thulsidass**

**Company Secretary**

**Membership No.: A20927**



## SUMMARY OF PROCEEDINGS OF THE 105<sup>TH</sup> ANNUAL GENERAL MEETING OF BRITANNIA INDUSTRIES LIMITED

The 105<sup>th</sup> Annual General Meeting ('AGM'/'Meeting') of the Members of Britannia Industries Limited (the 'Company') was held on Monday, 12<sup>th</sup> August, 2024 at 3:30 P.M. IST through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'). The Meeting was held in accordance with provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

### Directors and Key Managerial Personnel:

Sl.	Name of the Directors/KMPs	Designation
1.	Mr. Nusli N. Wadia	Chairman
2.	Mr. Varun Berry	Executive Vice-Chairman and Managing Director
3.	Mr. Rajneet Singh Kohli	Executive Director and Chief Executive Officer
4.	Mr. N. Venkataraman	Executive Director and Chief Financial Officer
5.	Mr. Ness N. Wadia	Non-Executive Non-Independent Director
6.	Dr. Ajay Shah	Non-Executive Independent Director
7.	Dr. Y.S.P. Thorat	Non-Executive Independent Director Chairman of the Stakeholders Relationship Committee
8.	Mr. Keki Elavia	Non-Executive Independent Director Chairman of the Audit Committee
9.	Ms. Tanya Dubash	Non-Executive Independent Director
10.	Mr. Pradip Kanakia	Non-Executive Independent Director
11.	Mr. Sunil S. Lalbhai	Non-Executive Independent Director
12.	Dr. Urjit Patel	Non-Executive Independent Director
13.	Mr. T.V. Thulsidass	Company Secretary

Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri were also present at the Meeting. Further, the representatives of the Statutory Auditors, Secretarial Auditors and Cost Auditors also joined the Meeting through VC.

### Members:

168 Members representing 12,29,44,992 Equity Shares were present at the Meeting.



### **Chairman's Address:**

Mr. Nusli N. Wadia, Chairman, presided over the Meeting in terms of the Articles of Association of the Company and Secretarial Standard on General Meetings (SS-2). As the quorum required under Section 103 of the Companies Act, 2013 and the Articles of Association of the Company was present through VC/OAVM, the Chairman called the Meeting to order. The Chairman welcomed all the Members, Directors and other Participants to the Meeting.

The Chairman informed the Members that the Statutory Registers and other documents required to be kept open for inspection during the AGM were available for inspection by the Members electronically on the E-voting website of the National Securities Depository Limited.

Since the Notice convening the 105<sup>th</sup> AGM along with the Annual Report for the financial year 2023-24 was sent by Email to all the Members whose Email Ids were registered with the Company or Depository Participant(s), the same were taken as read.

The Chairman further informed the Members that there were no qualifications, observations, adverse remarks or disclaimers in the Reports of the Statutory Auditors and the Secretarial Auditors for the financial year 2023-24.

In his opening remarks, the Chairman expressed his sincere appreciation for the valuable contributions made by Mr. Avijit Deb, Mr. Keki Dadiseth, Dr. Ajai Puri and Mr. Keki Elavia during their tenure as Independent Directors of the Company and welcomed Mr. Pradip Kanakia, Mr. Sunil S. Lalbhai and Dr. Urjit Patel, Independent Directors of the Company.

He then shared an overview of the Economy and Company's performance during the year.

The Chairman concluded his address by extending gratitude to employees, consumers, value chain partners and esteemed shareholders for reposing their trust and confidence in the management and to the colleagues on the Board for their valuable guidance at all times.

### **Question and Answer Session:**

The Members who registered themselves as Speakers were invited to express their views and raise queries.

Thereafter, Mr. Varun Berry, Executive Vice-Chairman and Managing Director thanked all the Members for participating in the Meeting and informed that the Company had already responded to the queries submitted by the Members and replies to the additional queries raised at the Meeting would be sent to their Email Ids within 72 hours.

### **Resolutions:**

The Chairman stated that there were 6 resolutions to be transacted at the Meeting as per the Notice of 105<sup>th</sup> AGM. The Chairman then authorised Mr. T.V. Thulsidass, Company Secretary to conduct E-voting and conclude the Meeting.



As per the Notice convening the 105<sup>th</sup> AGM of the Company, the following items of business were transacted at the AGM:

Sl.	Resolution	Type of Resolution
1.	Adoption of Audited Financial Statements along with Reports of the Board and Auditors thereon.	Ordinary Resolution
2.	Declaration of Final Dividend.	Ordinary Resolution
3.	Appointment of Mr. Ness N. Wadia (DIN: 00036049) as a Non-Executive Non-Independent Director, liable to retire by rotation.	Ordinary Resolution
4.	Appointment of Dr. Urjit Patel (DIN: 00175210) as a Non-Executive Independent Director of the Company.	Special Resolution
5.	Appointment of Mr. Sunil Siddharth Lalbhai (DIN: 00045590) as a Non-Executive Independent Director of the Company.	Special Resolution
6.	Ratification of Remuneration of Cost Auditors of the Company for the Financial Year ending 31 <sup>st</sup> March, 2025.	Ordinary Resolution

E-voting facility at the Meeting was open for 30 minutes to all those Members who were present at the AGM and have not cast their votes through remote E-voting.

#### **Voting Results:**

The Company Secretary informed the Members that the Company appointed Mr. Mitesh Dhaliwala (FCS No. 8331 CP No. 9511) from M/s. Parikh & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the remote E-voting and E-voting at the AGM in a fair and transparent manner.

The Company Secretary further informed that the voting results would be announced within two working days from the conclusion of AGM i.e., on or before Wednesday, 14<sup>th</sup> August, 2024. The results declared along with the Scrutinizer's Report would be intimated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and shall also be uploaded on the website of the Company and the National Securities Depository Limited.

#### **Conclusion of the Meeting:**

Mr. T.V. Thulsidass, Company Secretary, thanked all the Members and Directors who have participated in the Meeting and co-operated with the Company in ensuring the smooth conduct of the AGM.

The Meeting concluded at 6:15 P.M. IST.