



21<sup>st</sup> November, 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  
Scrip Code: BRITANNIA

Dear Sir/Madam,

**Sub: Notice of Postal Ballot**

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

With reference to the subject cited above and further to our intimation dated 11<sup>th</sup> November, 2024, please find enclosed the Notice of Postal Ballot dated 11<sup>th</sup> November, 2024 ('Notice') for seeking approval of Members of the Company by way of an Ordinary Resolution for Appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. 11<sup>th</sup> November, 2024.

Pursuant to Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 and 09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the SEBI Listing Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), approval of the Members of the Company is being sought through Postal Ballot by voting through electronic means only ('remote E-voting').

The Company is providing remote E-voting facility to its Members through NSDL during the following period:

<b>Commencement of remote E-voting</b>	Saturday, 23 <sup>rd</sup> November, 2024 at 9:00 A.M. IST
<b>Conclusion of remote E-voting</b>	Sunday, 22 <sup>nd</sup> December, 2024 at 5:00 P.M. IST

The detailed procedures and Instructions with respect to remote E-voting forms part of the Notice.



In Compliance with MCA Circulars, the Notice has been sent only by Email to those Members whose names appear in the Register of Members/Register of Beneficial Owners and whose Email Ids are registered with the Company/Depositories as on the Cut-off date i.e. Tuesday, 19<sup>th</sup> November 2024. The Members who have not registered their Email Ids are requested to follow the instructions provided in the Notice.

The Notice is also available on the website of the Company at [www.britannia.co.in/investors/shareholders-information/general-meetings](http://www.britannia.co.in/investors/shareholders-information/general-meetings) and on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The resolution, if approved by requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members on the last date of remote E-voting i.e. Sunday, 22<sup>nd</sup> December, 2024 at 5:00 P.M. IST.

The results of Postal Ballot will be announced within 2 (two) working days from the conclusion of the remote E-voting i.e. on or before Tuesday, 24<sup>th</sup> December, 2024, 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

Website: [www.britannia.co.in](http://www.britannia.co.in); Email Id: [investorrelations@britindia.com](mailto:investorrelations@britindia.com)

### NOTICE OF POSTAL BALLOT

Dear Member(s),

**Notice** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 ('the Act'), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India read with the General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 and 09/2024 dated 19 September 2024 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 modification(s) or re-enactment(s) thereof for the time being in force), that the Ordinary Resolution as set out in this Notice is proposed for approval of the Members of the Company through Postal Ballot by voting through electronic means only ('remote E-voting').

#### SPECIAL BUSINESS

**Appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company.**

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

**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('the Rules'), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 94 of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company at their respective Meetings held on 11 November 2024, Mr. Jehangir Nusli Wadia (DIN: 00088831) who was appointed as an Additional Non-Executive Non-Independent Director of the Company under Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. 11 November 2024.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorised to take such steps, as may be required, for obtaining necessary approvals, if any and further to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for matters concerned and incidental thereto."

**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** : 11 November 2024

**Place** : Mumbai

**NOTES:**

**EXPLANATORY STATEMENT**

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 ('the Act') read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), setting out material facts and the rationale for the proposed resolution is annexed hereto and forms integral part of the Notice.

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT**

2. The details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015') and Clause 1.2.5 of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India in respect of Appointment of the Director forms part of this Notice.

**DISPATCH OF POSTAL BALLOT NOTICE THROUGH ELECTRONIC MAIL (EMAIL) AND REGISTRATION OF EMAIL IDS**

3. In compliance with MCA Circulars, the Notice is being sent only by Email to those Members whose names appear in the Register of Members/Register of Beneficial Owners and whose Email Ids are registered with the Company/Depositories as on Tuesday, 19 November 2024 ('Cut-off date'). Hence, the physical copy of Notice, Postal Ballot form and Prepaid Business Reply Envelopes are not sent to the Members.
4. Members holding shares in physical mode and who have not registered their Email Ids are requested to register/update their Email Ids by sharing a duly filled and signed Form ISR-1 as per the format prescribed by the SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024 with M/s. KFin Technologies Limited, Registrar and Share Transfer Agent of the Company ('KFin') or the Company at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/[investorrelations@britindia.com](mailto:investorrelations@britindia.com) respectively along with a 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 such as Aadhaar Card, Driving License, Election Identity Card, Passport in support of the address of the Member.

Members may download Form ISR-1 from the Company's website at [www.britannia.co.in/investors/shareholders-information/shareholder-forms](http://www.britannia.co.in/investors/shareholders-information/shareholder-forms) in the 'Shareholder Forms' tab under 'Shareholders Information'.

5. Members holding shares in dematerialized mode are requested to register/update their Email Ids with the relevant Depository Participants ('DPs').
6. In case of any queries/difficulties in registering the Email Ids, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/[investorrelations@britindia.com](mailto:investorrelations@britindia.com).
7. Notice of Postal Ballot will also be available on the Company's website at [www.britannia.co.in/investors/shareholders-information/general-meetings](http://www.britannia.co.in/investors/shareholders-information/general-meetings), websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of National Securities Depository Limited ('NSDL') i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**INSPECTION OF DOCUMENTS**

8. All the documents referred to in the accompanying Notice, shall be available for inspection electronically during Business Hours (9:30 A.M. IST to 5:30 P.M. IST) by the Members from the date of circulation of this Notice until the last date of remote E-voting. Members may send the request to [investorrelations@britindia.com](mailto:investorrelations@britindia.com) mentioning their name, Folio no./DP Id & Client Id and documents which they intend to inspect.

**REMOTE E-VOTING**

9. In compliance with Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is providing remote E-voting facility to the Members through NSDL. The detailed procedures and instructions with respect to remote E-voting is mentioned in point no. 14 of the Notice.
10. The Members, whose names appear in the Register of Members/Register of Beneficial Owners as on the Cut-off date i.e. Tuesday, 19 November 2024 are entitled to vote on the Resolution 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.
11. The voting rights of the 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. Tuesday, 19 November 2024.
12. The remote E-voting period commences on Saturday, 23 November 2024 at 9:00 A.M. IST and ends on Sunday, 22 December 2024 at 5:00 P.M. IST. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
13. The Resolution, if approved by requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members on the last date specified for remote E-voting i.e. Sunday, 22 December 2024 at 5:00 P.M. IST.

**PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING**


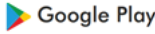


14. The detailed instructions for the Members for remote E-voting are given below:

**Step 1: Access to NSDL E-voting system**

**A) Login method for Individual Shareholders holding securities in demat mode**

Pursuant to the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.	<p><b>A. NSDL IDeAS facility</b></p> <p><b>Members who are registered on NSDL IDeAS facility:</b></p> <p>Existing <b>IDeAS</b> users can visit the E-services website of NSDL viz., <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile by following these steps:</p> <ol style="list-style-type: none"> <li>1. On the E-services home page click on the ‘<b>Beneficial Owner</b>’ icon under ‘<b>Login</b>’ which is available under the ‘<b>IDeAS</b>’ section. Enter your user Id and Password.</li> <li>2. After successful authentication, you will be able to see ‘<b>E-voting services</b>’ under Value added <b>services</b>.</li> <li>3. Click on ‘<b>Access to E-voting</b>’ to reach the E-voting page.</li> <li>4. Select the company name or E-voting service provider i.e., NSDL which will redirect you for casting your vote during the remote E-voting period.</li> </ol> <p><b>Members who are not registered on NSDL IDeAS facility:</b></p> <p>If you are not registered for IDeAS E-services:</p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>2. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> <p><b>B. E-voting website of NSDL</b></p> <p>Members can access the NSDL E-voting website by following these steps:</p> <ol style="list-style-type: none"> <li>1. Open a web browser and go to <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. On the E-voting system homepage, click on the ‘<b>Login</b>’ icon under the ‘<b>Shareholder/Member</b>’ section.</li> <li>3. Enter your user Id (your sixteen-digit demat account number with NSDL), Password/OTP, and the Verification Code displayed on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL Depository site where you can access the E-voting page.</li> <li>5. Select the Company name or E-voting service provider i.e., NSDL which will redirect you for casting your vote during the remote E-voting period.</li> </ol> <p><b>C. ‘NSDL Speede’ Mobile App for E-voting</b></p> <p>Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p><b>A. CDSL Easi/Easiest facility</b></p> <p><b>Members who are registered on CDSL Easi/Easiest</b></p> <p>If you are already registered/opted for CDSL Easi/Easiest facility, the same can be accessed either on Laptop or Mobile by following these steps:</p> <ol style="list-style-type: none"> <li>Go to CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the 'login' icon, then select the 'New System Myeasi' tab. Log in by entering your existing My easi Username &amp; Password.</li> <li>Once logged in, you will find the E-voting option available for eligible companies where E-voting is currently in progress. Click on the E-voting option to access the E-voting page of the service provider for casting your vote during the remote E-voting period.</li> <li>Additionally, there are links provided to directly access the systems of all E-voting Service Providers, so that you can visit the E-voting service providers' website directly.</li> </ol> <p><b>Members who are not registered on CDSL Easi/Easiest</b></p> <p>If the user is not registered for Easi/Easiest, here are the steps to register and access E-voting:</p> <ol style="list-style-type: none"> <li>Go to CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and Click on 'login' icon and 'New System Myeasi Tab' and then click on registration option.</li> <li>Alternatively, you can directly access E-voting page by entering your Demat Account Number and PAN from the E-voting link available on the home page of <a href="http://www.cdslindia.com">www.cdslindia.com</a>. <ul style="list-style-type: none"> <li>The system will authenticate by sending an OTP on your Mobile &amp; Email Id registered in your Demat Account.</li> <li>After successful authentication, you will be able to view the E-voting option where the E-voting is in progress and also directly access the system of all E-voting Service Providers.</li> </ul> </li> </ol>
Individual Shareholders holding securities in demat mode logging in through their DPs	<p>You can also access the E-voting facility using your demat account login credentials through your DPs registered with NSDL/CDSL by following these steps:</p> <ol style="list-style-type: none"> <li>After logging in, you will find the E-voting option. Click on 'E-voting', and upon successful authentication, you will be directed to the NSDL/CDSL Depository site where you can access the E-voting feature.</li> <li>Select the Company name or E-voting service provider i.e., NSDL which will redirect you for casting your vote during the remote E-voting period.</li> </ol>

**Important note:** Members who are unable to retrieve user Id/Password are advised to use Forget user Id and Forget Password option available at respective websites.

**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 Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

**B) Login Method 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 NSDL E-voting website by typing <https://www.evoting.nsdl.com/> URL on your web browser either on a Personal Computer or on a mobile.
2. Once the E-voting system homepage is launched, click on ‘Login’ under ‘Shareholder/Member’ section.
3. A new screen will appear where you will have to enter your user Id, Password/OTP and a Verification Code displayed on the screen.

Alternatively, if you are registered for NSDL E-services i.e., IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. After logging in, click on ‘E-voting’ and proceed to Step 2 to 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 Members holding shares in Physical Form.	E-voting Event Number (EVEN) followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then 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 the 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. 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 with the Company/Depositories, please follow the 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?’ (for demat account holders in NSDL and CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) ‘Physical User Reset Password?’ (for physical shareholders) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.

## Britannia Industries Limited

7. After entering your password, click on agree to '**Terms and Conditions**' by selecting the checkbox.
8. Click on the '**Login**' button.
9. Once logged in, the homepage of E-voting will appear.

### 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 successfully logging in at Step 1, you will see a list of companies EVEN in which you hold shares and whose voting cycle are active.
2. Select the 'EVEN' of the Company for which you wish to cast your vote during the remote E-voting period.
3. You are now ready for E-voting as the Voting page opens.
4. Cast your vote by selecting the appropriate options i.e., assent or dissent, verify/modify the number of shares you wish to cast your vote for and click on '**Submit**'. Confirm your vote when prompted.
5. After confirmation, a message saying '**Vote cast successfully**' will be displayed.
6. You can also take a print of the votes casted 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 it.

#### Process for those Shareholders whose Email Ids are not registered with the Company/Depositories for procuring user Id, Password and registering for E-voting on the Resolution:

Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user Id and Password for E-voting by providing the following details/documents:

1. For Members holding shares in Physical Form:
  - Folio Number
  - Name of the Shareholder
  - Scanned copy of the share certificate (front and back)
  - Self-attested scanned copy of PAN card
  - Self-attested scanned copy of Aadhaar Card
2. For Members holding shares in demat mode:
  - DP Id-Client Id (16 digit DPId + CLId) or 16 digit beneficiary ID
  - Name of the Shareholder
  - Client master list or copy of Consolidated Account statement
  - Self-attested scanned copy of PAN card
  - Self-attested scanned copy of Aadhaar Card

If you are an Individual Shareholder holding securities in demat mode, you can 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.**

#### GENERAL GUIDELINES FOR SHAREHOLDERS

15. Institutional/Corporate 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 authorised signatory(ies) who are authorized to vote, to the Scrutinizer by Email to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional/Corporate 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.



16. 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. 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](http://www.evoting.nsdl.com) to reset the password.
17. In case of any grievances or queries, you may refer the Frequently Asked Questions (FAQs) for the Shareholders and E-voting user manual for the Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### **DECLARATION OF VOTING RESULTS**

18. The Company has appointed Mr. Omkar Dindorkar (ACS No. 43029, CP No. 24580), failing him, Ms. Deepti Kulkarni (ACS No. 34733, CP No. 22502), from M/s. MMJB & Associates LLP, Practicing Company Secretaries, Address: Ecstasy, 803-804, 8<sup>th</sup> Floor, Citi of Joy, J.S.D Road, Mulund (W), Mumbai – 400080 to act as the Scrutinizer for conducting the Postal Ballot process through remote E-voting in a fair and transparent manner.
19. The Scrutinizer shall, after conclusion of voting through remote E-voting, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him, who shall countersign the same.
20. The results of Postal Ballot will be announced within 2 (two) working days from the conclusion of the remote E-voting i.e. on or before Tuesday, 24 December 2024, 5:00 P.M. IST. The declared results along with the Report of the Scrutinizer will be submitted to BSE & NSE and shall be uploaded on the website of the Company i.e. [www.britannia.co.in](http://www.britannia.co.in) and website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results will also be displayed at the Registered Office of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015')**

**Appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company.**

The Board of Britannia Industries Limited comprises of eminent personalities from diverse fields who effectively contribute to the Company's business and policy decisions. The diverse Board leverages difference in thoughts, perspectives, skills and experience.

In continuation of the Company's endeavour to enhance the quality of skills, knowledge and experience of the Board and based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') at their Meeting held on 11 November 2024, appointed Mr. Jehangir Nusli Wadia (DIN: 00088831) as an Additional Non-Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. 11 November 2024 subject to the approval of Members of the Company.

Further, the Company has received a notice from a Member under Section 160 of the Act proposing the candidature of Mr. Jeh Wadia as a Non-Executive Non-Independent Director of the Company.

Pursuant to Section 161 of the Act and Article 94 of the Articles of Association of the Company, an Additional Director shall hold office upto the date of next Annual General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, 2015, every listed Company is required to take approval of the Shareholders of the Company for appointment of a Director at the next General Meeting or within 3 months from the date of the appointment, whichever is earlier.

Accordingly, Mr. Jeh Wadia shall hold office as an Additional Non-Executive Non-Independent Director of the Company upto the date of General Meeting/Annual General Meeting of the Company or for a period of 3 (three) months from the date of appointment whichever is earlier.

Further, pursuant to Section 152 of the Act, a Director shall be appointed with the approval of the Members of the Company.

Accordingly, in terms of Section 152, 161 and other applicable provisions of the Act read with Regulation 17 of the SEBI Listing Regulations, 2015, it is proposed to obtain approval of the Members for appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. 11 November 2024.

The Company has also received declarations from Mr. Jeh Wadia that:

- He is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- He is not debarred from holding the office of Director by virtue of order of the SEBI or any other authority.

Brief profile of Mr. Jeh Wadia and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are annexed to the Notice.

Mr. Jeh Wadia, being the appointee, is interested in this Resolution. Further, Mr. Nusli N. Wadia and Mr. Ness N. Wadia being related to Mr. Jeh Wadia in terms of Section 2(77) of the Act, may be deemed to be interested in the Resolution. The other relatives of Mr. Jeh Wadia may be deemed to be interested to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The NRC and the Board consider that the association of Mr. Jeh Wadia would be of immense benefit to the Company and recommend the Resolution for approval of the Members as an Ordinary Resolution.

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2))

**Profile of Mr. Jehangir Nusli Wadia (DIN: 00088831)**

Mr. Jehangir Nusli Wadia, aged 51 years is a Master in Science from the Warwick University in England. He completed his initial schooling at Lawrence School, Sanawar and subsequently attended Millfield, a boarding school in England.

Mr. Jeh Wadia is an accomplished Industrialist and Entrepreneur. He was the Managing Director of India's second-listed public company founded in 1863, The Bombay Burmah Trading Corporation Limited from 2001 to 2011.

Mr. Jeh Wadia also contributed as the Managing Director of The Bombay Dyeing and Manufacturing Company Limited and headed the Managements of the textile, retail and chemical divisions. In 2011, he led the company's diversification into real estate and founded Bombay Realty. His initiatives included detailed master plans and designs for 2 mixed use developments over 10 million square feet in the island city of Mumbai, including two signature 60-floor residences which were completed in 47 months, a 40-floor residence, a 23-floor residence and a 9-floor commercial office building, all constructed under his leadership in the island city centre of Mumbai.

In 2008, Mr. Jeh Wadia was elected as a Young Global Leader by the World Economic Forum.

Mr. Jeh Wadia has served as Managing Director for 20 years at public companies in India and led a private airline for 16 years. He was also a Director on the Board of Britannia Industries Limited for 16 years.

Mr. Jeh Wadia was also committed to social reform, working as the Secretary of the Deendayal Research Institute (DRI) under the vision and leadership of the late Nanaji Deshmukh. DRI focuses on developing self-reliant working models in areas of Health and Hygiene, Education, Entrepreneur training, Agriculture development and many more. DRI adopted 500 villages in Chitrakoot to make them totally self-reliant using various self-reliant models.

Other details with respect to his appointment are given below:

<b>Date of first appointment on the Board</b>	11 November 2024
<b>Terms and conditions</b>	Appointment of Mr. Jehangir Nusli Wadia as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.
<b>Details of remuneration last drawn</b>	₹ 60,000/-*
<b>Details of remuneration Proposed</b>	As a Non-Executive Non-Independent Director, Mr. Jehangir Nusli Wadia is entitled to commission in addition to sitting fees for attending the Board/Committee Meetings.
<b>Shareholding in the Company as on the date of this Notice (Self and as Beneficial Owner)</b>	Nil
<b>No. of Board Meetings attended during FY 2024-25</b>	1*
<b>Relationship with other Directors, Manager and KMP</b>	Mr. Jehangir Nusli Wadia is the son of Mr. Nusli N. Wadia, Chairman of the Company and brother of Mr. Ness N. Wadia, Non-Executive Non-Independent Director of the Company. Further, he is not related to any other Director and KMP of the Company.
<b>Directorships held in other Companies</b>	<ul style="list-style-type: none"> <li>- Go Investments and Trading Private Limited</li> <li>- Go Engineering Private Limited</li> <li>- Boyztoyz Trading Company Private Limited</li> <li>- Go Airways Private Limited</li> <li>- Go Holdings Private Limited</li> <li>- Virtual Education Network Private Limited</li> <li>- Patricia Keelan Foundation</li> <li>- Integrated Clinical Research Sciences Private Limited</li> <li>- Go Cargo Private Limited</li> </ul>
<b>Committee Membership/Chairpersonship held in other Companies</b>	Nil
<b>Resignation from Listed Companies in the past three years</b>	Nil

\*He has been appointed as an Additional Non-Executive Non-Independent Director w.e.f. 11 November 2024 and is entitled to sitting fees of ₹ 60,000/- for attending the Board Meeting held on 11 November 2024.