



15<sup>th</sup> May, 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') and our Intimation dated 26<sup>th</sup> March, 2024**

With reference to the subject cited above, please find enclosed the Notice of Postal Ballot dated 26<sup>th</sup> March, 2024 ('Notice') for seeking approval of Members of the Company by Special Resolution for Appointment of Mr. Pradip M Kanakia (DIN: 00770347) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f 26<sup>th</sup> March, 2024 upto 25<sup>th</sup> March, 2029 (both days inclusive).

Pursuant to General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 and 09/2023 dated 25 September 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the SEBI Listing Regulations, 2015, the above Special Resolution is proposed for approval of Members of the Company by means of Postal Ballot by voting through electronic means only ('remote E-voting').

Pursuant to the MCA Circulars, the Notice has been sent only by Email to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose Email Ids are available in the records of the Company/Depositories as on Friday, 10<sup>th</sup> May 2024, being the cut-off date. 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](http://www.britannia.co.in) and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Company has engaged the services of NSDL for providing remote E-Voting facility to its Members which will be available during the following period:

<b>Commencement of Remote E-voting</b>	Friday, 17 <sup>th</sup> May 2024 at 9:00 A.M. IST
<b>Conclusion of Remote E-voting</b>	Saturday, 15 <sup>th</sup> June 2024 at 5:00 P.M. IST

Instructions for remote E-voting are provided in the enclosed Notice.

Britannia Industries Limited  
Executive Office : Prestige Shantiniketan, The Business Precinct,  
Tower C, 16<sup>th</sup> & 17<sup>th</sup> Floor, Whitefield Main Road, Mahadevapura Post,  
Bangalore - 560048. Tel: 080 39400080 Fax : 080 25063229  
[www.britannia.co.in](http://www.britannia.co.in)  
CIN : L15412WB1918PLC002964

Registered Office : 5/1A, Hungerford Street,  
Kolkata - 700 017, West Bengal



The resolution, if approved by the Members, shall be deemed to have been passed on the last date of remote E-voting i.e. Saturday, 15<sup>th</sup> June 2024. 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, 18<sup>th</sup> June 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 Sections 108, 110 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 09/2023 dated 25 September 2023 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 Special Resolution as set out in this Notice is proposed for the approval by the Members of the Company by means of Postal Ballot by voting through electronic means only ('remote E-voting').

#### SPECIAL BUSINESS

#### **Appointment of Mr. Pradip M Kanakia (DIN: 00770347) as a Non-Executive Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act'), The Companies (Appointment and Qualifications of Directors) Rules, 2014 ('the Rules') read with Schedule IV to the Act and Regulation 16(1)(b), 17, 25 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) and Article 94 of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 26 March 2024, Mr. Pradip M Kanakia (DIN: 00770347), who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f 26 March 2024 and has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of the Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f 26 March 2024 upto 25 March 2029 (both days inclusive).

**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**

**Sd/-  
T. V. Thulsidass  
Company Secretary  
Membership No: A20927**

**Registered Office:**  
5/1A, Hungerford Street,  
Kolkata - 700 017 West Bengal

**Date :** 26 March 2024

**Place:** Mumbai

## Britannia Industries Limited

### NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Rule 22 of the Rules pertaining to the proposed resolution, setting out material facts and reasons thereof is annexed hereto.
2. The details required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and SS-2 in respect of Appointment of Director forms part of this Notice.
3. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose Email Ids are registered as on Friday, 10 May 2024. For Members who have not registered their Email Ids, please follow the instructions given under Note No. 10.
4. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 10 May 2024 being the cut-off date, 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.
5. In compliance with provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Rules, the Company has provided facility for Members to exercise their votes electronically through remote E-voting facility provided by National Securities Depository Limited (NSDL).
6. The voting rights of 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. Friday, 10 May 2024.
7. The remote E-voting period commences on Friday, 17 May 2024 at 9:00 A.M. IST and ends on Saturday, 15 June 2024 5:00 P.M. IST. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
8. Notice of Postal Ballot will also be available on the Company's website at [www.britannia.co.in](http://www.britannia.co.in), 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 website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. All the documents referred to in the Explanatory Statement, shall be available for inspection through Email and/or at the Registered Office of the Company during Business Hours (9:30 A.M. to 5:30 P.M.) by the Members from Friday, 17 May 2024 to Saturday, 15 June 2024 on the basis of the requests sent to [investorrelations@britindia.com](mailto:investorrelations@britindia.com) mentioning the name, Folio no./DP ID and Client ID.
10. Members holding shares in physical mode and who have not updated their Email addresses with the Company are requested to update their Email addresses by sharing a duly filled and signed copy of Form ISR-1 as per the format prescribed by SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 with M/s. KFin Technologies Limited, Registrar and Share Transfer Agent of the Company or the Company at [einward.ris@kfinetech.com](mailto:einward.ris@kfinetech.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 Aadhar Card, Driving License, Election Identity Card, Passport in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/update their Email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the Email address, Members may write to [investorrelations@britindia.com](mailto:investorrelations@britindia.com).
11. The Company has appointed Mr. P. N. Parikh (FCS No. 327 CP No. 1228) or failing him Mr. Mitesh Dhaliwala (FCS No. 8331 CP No. 9511), or failing him Ms. Jigyasa Ved (FCS No. 6488 CP No. 6018), from M/s. Parikh & Associates, Practising Company Secretaries, Address: 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (West), Mumbai - 400 053 to act as Scrutinizer, for conducting the Postal Ballot process through remote E-voting, in a fair and transparent manner.
12. The Scrutinizer shall unblock the votes after conclusion of voting through remote E-voting and submit the report to the Chairman or any person authorized in this regard.
13. 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, 18 June 2024 at 5:00 P.M. IST. The declared results along with the report of the Scrutinizer will be submitted to BSE and 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 Company will also display the results of the Postal Ballot at its Registered Office.





14. The Resolution passed by the Members through Postal Ballot shall be deemed to have been passed at a general meeting of Members on the last date specified for remote E-voting i.e. Saturday, 15 June 2024.
15. The instructions for shareholders for remote E-voting are as under:

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

**A) Login method for E-voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under Value added services. Click on “<b>Access to E-voting</b>” under E-voting services and you will be able to see E-voting page. Click on company name or <b>E-voting service provider i.e. NSDL</b> and you will be re-directed to E-voting website of NSDL for casting your vote during the remote E-voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “<b>Login</b>” which is available under “<b>Shareholder/Member</b>” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or <b>E-voting service provider i.e. NSDL</b> and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>   <b>App Store</b>       <b>Google Play</b>        </li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing User Id and Password. Option will be made available to reach E-voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the remote E-voting period. Additionally, there is also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from a E-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all E-voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. Upon logging in, you will be able to see E-voting option. Click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**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 22 55 33

**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?**

- Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of E-voting system is launched, click on the icon “**Login**” which is available under “**Shareholder/Member**” section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. 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.	EVEN Number 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:
- If you are already registered for E-voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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. Open the .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'.
    - If your Email Id is not registered, please follow 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:
- Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - 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.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL.
7. After entering your password, tick on Agree to “**Terms and Conditions**” by selecting on the check box.
8. Now, you will have to click on “**Login**” button.
9. After you click on the “**Login**” button, Home page of E-voting will open.

**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 successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and in whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote E-voting period.
3. Now you are ready for E-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you 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 your vote.

**b. Process for those shareholders whose Email Ids are not registered with the depositories for procuring user id and password and registration of Email Ids for E-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by Email to [investorrelations@britindia.com](mailto:investorrelations@britindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Client ID), Name, Client Master List or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to [investorrelations@britindia.com](mailto:investorrelations@britindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to 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**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for E-voting by providing above mentioned documents.

**c.** Institutional 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 [csparikhassociatesmd@gmail.com](mailto:csparikhassociatesmd@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional 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.

**d.** 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 to key in the correct password. 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.

**e.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for 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).

**f.** The details of the person who may be contacted for any grievances connected with the facility for E-voting shall be the same person mentioned above.



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

The Board of Directors ('Board') at their Meeting held on 26 March 2024, based on recommendation of the Nomination & Remuneration Committee ('NRC'), appointed Mr. Pradip M Kanakia (DIN: 00770347) as an Additional Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f 26 March 2024 upto 25 March 2029 (both days inclusive), subject to the approval of Members of the Company.

Mr. Pradip M Kanakia shall hold office as an Additional Non-Executive Independent Director of the Company upto the date of Annual General Meeting/General Meeting of the Company or for a period of 3 (three) months from the date of appointment whichever is earlier in accordance with the Section 161 of the Act and Regulation 17(1C) of the SEBI Listing Regulations, 2015.

Further, Section 149 of the Act read with Schedule IV, Regulation 17(1C) and 25(2A) of the SEBI Listing Regulations, 2015 requires approval of the Members by way of Special Resolution for appointment of an Independent Director.

Accordingly, it is proposed to obtain approval of the Members by Special Resolution through Postal Ballot, for appointment of Mr. Pradip M Kanakia as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years w.e.f 26 March 2024 upto 25 March 2029 (both days inclusive).

The Company has received notice from a Member under Section 160(1) of the Act proposing the candidature of Mr. Pradip M Kanakia as a Non-Executive Independent Director.

The Company has also received declarations from Mr. Pradip M Kanakia 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 any order passed by the SEBI or any other such authority;
- He meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015;
- He is in compliance with Rules 6(1) and 6(2) of The Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the Data Bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Pradip M Kanakia possesses requisite knowledge, skills, experience and capabilities required for the role of a Non-Executive Independent Director of the Company and details of the same are given in his profile, which forms part of the Notice.

Copy of the draft letter for the Appointment of Mr. Pradip M Kanakia as a Non-Executive Independent Director setting out the terms and conditions thereof is available for inspection through Email and/or at the Registered Office of the Company during Business Hours (9:30 A.M. to 5:30 P.M.) by the Members on the basis of the requests sent to [investorrelations@britindia.com](mailto:investorrelations@britindia.com), mentioning the name, Folio no./DP ID and Client ID and the same is also placed on the website of the Company at [www.britannia.co.in](http://www.britannia.co.in).

Mr. Pradip M Kanakia, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Brief profile of Mr. Pradip M Kanakia and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are annexed to the Notice.

The NRC and the Board are of the opinion that Mr. Pradip M Kanakia possesses requisite knowledge, skills, experience and capabilities required for the role of a Non-Executive Independent Director of the Company and fulfills the conditions specified by the Act and SEBI Listing Regulations, 2015 and that he is independent of the management of the Company.

The NRC and the Board consider that his association would be of immense benefit to the Company and recommend the Resolution for appointment of Mr. Pradip M Kanakia set out in the notice for approval of the Members as a **Special Resolution**.

## Britannia Industries Limited

### Brief Profile and other requisite details of Mr. Pradip M Kanakia (DIN: 00770347) as required under SEBI Listing Regulations, 2015 and SS-2

Mr. Pradip M Kanakia (DIN: 00770347), aged 63 years is a Chartered Accountant (England & Wales)- 1985, Chartered Accountant (India)- 1986 and a strong leader and governance-oriented professional with expertise in accounting, auditing, reporting, strategy, transformation, performance management, systems, processes and controls, compliance and governance. As a qualified Chartered Accountant of both England & Wales and India, he has held leadership positions with Price Waterhouse (PwC) and KPMG during a career spanning 36 years.

As a Lead Engagement Partner, he led the audits of several prestigious Indian and Multinational companies, across various industry sectors, reporting under IFRS, Ind-AS and US GAAP for over 22 years.

As a national leader in both PwC and KPMG, he played a major role in transforming the businesses of both the firms leading to accelerated growth and profitability by demonstrating the ability to 'turn around' underperforming business units with strong strategic and execution skills.

Mr. Pradip M Kanakia also led a popular Non-Executive Directors Program with PwC for a period of 10 years that attracted large participation by Independent Directors, CFOs, Chief Internal Auditors and Chief Compliance Officers in Mumbai and NCR regions.

Mr. Pradip M Kanakia led several thousand people in both the firms and cultivated a culture of high performance, collaboration and teamwork by encouraging a questioning mind set and belief in finding solutions to problems and actively engaging with all stakeholders.

Mr. Pradip M Kanakia is also an Independent Director on the Boards of JM Financial Limited, Healthcare Global Enterprises Limited, Camlin Fine Sciences Limited and a Non-Executive Director on the Board of Torrent Gas Limited.

Other details with respect to his appointment are given below:

<b>Date of first Appointment on the Board</b>	26 March 2024
<b>Terms and conditions</b>	Appointment of Mr. Pradip M Kanakia as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f 26 March 2024 upto 25 March 2029 (both days inclusive).
<b>Details of remuneration last drawn (in ₹)</b>	₹ 60,000 for FY 2023-24*
<b>Details of remuneration Proposed</b>	As a Non-Executive Independent Director, Mr. Pradip M Kanakia is entitled to commission in addition to sitting fees for attending the Meetings.
<b>Nature of expertise in specific functional area</b>	The details are given in the above paragraph.
<b>Shareholding in the Company as on the date of this Notice</b>	Nil
<b>Number of Board Meetings attended during the financial year</b>	1*
<b>Relationship with other Directors, Manager &amp; KMPs</b>	Mr. Pradip M Kanakia is not related to any Director, Manager and KMP of the Company.
<b>Directorships held in other Companies</b>	<b>Listed Companies</b> <ul style="list-style-type: none"><li>• JM Financial Limited</li><li>• Healthcare Global Enterprises Limited</li><li>• Camlin Fine Sciences Limited</li></ul> <b>Other Companies</b> <ul style="list-style-type: none"><li>• Torrent Gas Limited</li><li>• Symed Labs Limited</li><li>• Viyash Life Sciences Private Limited</li></ul>

<p><b>Committee Membership/Chairpersonship held in other Companies</b></p>	<p><b>JM Financial Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Chairman</li> <li>• Corporate Social Responsibility Committee – Member</li> </ul> <p><b>Camlin Fine Sciences Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Chairman</li> <li>• Nomination and Remuneration Committee – Member</li> </ul> <p><b>Healthcare Global Enterprises Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Risk Management Committee – Member</li> </ul> <p><b>Torrent Gas Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Risk Management Committee – Chairman</li> </ul> <p><b>Symed Labs Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul>
<p><b>Resignation from Listed Companies in the past three years</b></p>	<p>None</p>
<p><b>The skills and capabilities required for the role and the manner in which the proposed Director meets such requirements</b></p>	<p>The details are given in the Explanatory Statement and Brief Profile.</p>

\*He has been appointed as an Additional Non-Executive Independent Director w.e.f 26 March 2024 and is entitled to sitting fees of ₹ 60,000 for attending the Board Meeting held on 26 March 2024.