RESOLVED THAT

5. To consider and, if thought fit, to pass, with or without

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without

modification(s), the following resolution as an Ordinary

Resolution:

“RESOLVED THAT pursuant to provisions of Section 139,
142 and other applicable provisions, if any, of the
Companies Act, 2013 read with Companies (Audit and
Auditors) Rules, 2014 including any statutory modification(s) or
re-enactment thereof for the time being in force and pursuant
to the resolution passed by the Members at the
95 Annual General Meeting held on 12 August 2014, the
appointment of M/s. B S R & Co. LLP, Chartered Accountants
(ICAI Firm Reg. No. 101248W/W-100022) as Statutory
Auditors of the Company to hold office from the conclusion
of this Annual General Meeting to the conclusion of the
next Annual General Meeting be and is hereby ratified at a
remuneration to be decided by the Board of Directors in
consultation with the Auditors plus applicable tax and
reimbursement of travelling and out of pocket expenses
incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without

modification(s), the following resolution as an Ordinary

Resolution:

“RESOLVED THAT Dr. Ajay Shah (DIN:01141239) who
was appointed as an Additional Director of the Company
by the Board of Directors with effect from 13 February
2017, in terms of Section 161(1) of the Companies Act,
2013 and Article 94 of the Articles of Association of the
Company and whose term of office expires at the Annual
General Meeting and in respect of whom the Company has
received a notice in writing from a Member of the Company
along with the requisite deposit under Section 160 of the
Companies Act, 2013 signifying his intention to propose
Dr. Y.S.P Thorat as a candidate for the office of Director, be and
is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to provisions of
Sections 149, 150, 152 and any other applicable provisions of
the Companies Act, 2013 and the Companies (Appointment
and Qualification of Directors) Rules, 2014 read with Schedule
IV to the Companies Act, 2013 and Regulation 16(1)(b) of
the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 (including any statutory modification(s)
or re-enactment thereof for the time being in force)
Dr. Ajay Shah (DIN: 01141239), who has submitted a
declaration that he meets the criteria for independence and
who is eligible for appointment, be and is hereby appointed
as Independent Director of the Company for a period of five
consecutive years with effect from 13 February 2017 upto
12 February 2022 with an option to retire from the office at any
time during the term of appointment.”

RESOLVED FURTHER THAT pursuant to provisions of
Sections 149, 150, 152 and any other applicable provisions of
the Companies Act, 2013 and the Companies (Appointment
and Qualification of Directors) Rules, 2014 read with Schedule
IV to the Companies Act, 2013 and Regulation 16(1)(b) of
the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 (including any statutory modification(s)
or re-enactment thereof for the time being in force)
Dr. Y.S.P Thorat (DIN: 02652734), who has submitted a
declaration that he meets the criteria for independence and
who is eligible for appointment, be and is hereby appointed
as Independent Director of the Company for a period of five
consecutive years with effect from 13 February 2017 upto
12 February 2022 with an option to retire from the office at any
time during the term of appointment.”

By Order of the Board of Directors
For Britannia Industries Limited

Rajesh Arora
GM - Legal & Company Secretary

Registered Office:
5/1A, Hungerford Street,
Kolkata - 700 017.
25 May 2017
NOTES:

a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF: SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

b. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at Item 5 to 6 of the notice as set out above, is annexed hereto.

c. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing the representative to attend and vote on their behalf at the meeting.

d. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company by giving not less than three days of notice in writing to the Company.

e. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 1 August 2017 to Monday, 7 August 2017 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for financial year 2016-17.

f. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within the period of 30 days from the date of declaration, to those Members whose name appear on the Register of Members as on 31 July 2017. In respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

g. Pursuant to the provisions of Section 124 of the Companies Act, 2013 (Section 205A of the Companies Act, 1956) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (‘IEPF Rules’) including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31 March 2010 and onwards, which remains unpaid or unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to Investor Education and Protection Fund (IEPF) on the dates given in the table below:

<table>
<thead>
<tr>
<th>Financial Year</th>
<th>Date of Declaration of Dividend</th>
<th>Last date for Claiming Unpaid Dividend</th>
<th>Due date for Transfer to IEPF</th>
</tr>
</thead>
<tbody>
<tr>
<td>2010 – 11</td>
<td>06-08-2011</td>
<td>12-09-2018</td>
<td>12-10-2018</td>
</tr>
<tr>
<td>2011 – 12</td>
<td>06-08-2012</td>
<td>12-09-2019</td>
<td>12-10-2019</td>
</tr>
<tr>
<td>2012 – 13</td>
<td>12-08-2013</td>
<td>18-09-2020</td>
<td>18-10-2020</td>
</tr>
<tr>
<td>2013 – 14</td>
<td>12-08-2014</td>
<td>18-09-2021</td>
<td>18-10-2021</td>
</tr>
<tr>
<td>2015 – 16</td>
<td>08-08-2016</td>
<td>14-09-2023</td>
<td>14-10-2023</td>
</tr>
</tbody>
</table>

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Company’s Registrar and Transfer Agents at their address given herein below immediately, quoting their folio number/DP ID and Client ID. It may be noted that once the unclaimed dividend is transferred to IEPF as aforesaid, no claim shall lie on the Company in respect of such amount by the Members.

During the year ended 31 March 2016, the Company has transferred an amount of ₹ 31,12,520/- to IEPF. As on 31 March 2017, the Company's unpaid/unclaimed dividend/interest/debenture redemption proceeds account had a balance of ₹ 4,92,18,294.71/- in various dividend/interest/debenture redemption proceeds accounts. Further, as per the provisions of Section 123(2) notified w.e.f 7 September 2016, the Company is also required to transfer the amount pertaining to sale proceeds of fractional shares arising out of issue of bonus shares remaining unclaimed/unpaid for seven years or more to IEPF. As on 31 March 2017 the said amount was ₹ 2,56,105.44 and the due date for transferring the same to IEPF is 27 October 2017.

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF Rules including any statutory modification(s) or re-enactment thereof for the time being in force, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed for a period of seven consecutive years to the demat account of the IEPF Authority in such manner as may be prescribed under the IEPF Rules.

In Compliance with the said Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to the demat account of the IEPF Authority. The Company has also published notice in English and Regional newspapers about transfer of shares to IEPF and uploaded on its website, the details of such shareholders whose shares are to be transferred to the Demat Account of the IEPF Authority.

The Shareholders may please note that the Company shall transfer the concerned shares held by them in physical or demat form to the demat account of the IEPF Authority by the due date, as may be notified, as per the procedure prescribed under the IEPF Rules. The shareholders holding shares in physical form which are liable to be transferred may note that the Company would be issuing duplicate share certificates(s).
in lieu of the original share certificate(s) held by them for
the purpose of transfer of shares to the demat account of the
IEPF Authority as per the IEPF Rules and upon such issue,
the original share certificate which stands registered in their
name will stand automatically cancelled and be deemed
non-negotiable. The details uploaded by the Company on its
website as well as insertion of this information in the AGM
Notice shall be deemed to be adequate notice in respect of
issue of the duplicate share certificate(s) by the Company for
the purpose of transfer of Shares to the demat account of IEPF
Authority.

Shareholders may note that both the unclaimed dividend
amount transferred to IEPF and the shares transferred to the
demat account of the IEPF Authority including all benefits
accruing on such shares, if any, can be claimed back by
them from the IEPF Authority after following the procedure
prescribed in the Rules.

To prevent fraudulent transactions, members are advised to
exercise due diligence and notify the Company of any change
in address or demise of any member as soon as possible.
Members are also advised not to leave their demat account(s)
dormant for long. Periodic statement of holdings should be
obtained from the concerned Depository Participant and
holdings should be verified.

Members are requested to bring their copy of the Annual
Report to the AGM. Members/ Proxies should bring the
Attendance Slip to the Meeting duly filled in for attending the
Meeting.

Members, who hold shares under more than one folio in
name(s) in the same order, are requested to send the relative
Share Certificate(s) to the Company's Registrar and Transfer
Agents for consolidating the holdings into one account. The
Share Certificate(s) will be returned after consolidation.

Members holding shares in dematerialised form may please
note that, while opening a depository account with the
Participating, they may have given their bank account details,
which will be printed on their dividend warrants. However,
if Members want to change/correct the bank account details,
they should send the same immediately to the Depository
Participant concerned. Members are also requested to give
the MICR code of their bank to their Depository Participant.
The Company will not entertain any direct request from
Members for cancellation/change in the bank account details
furnished by Depository Participants to the Company.

Pursuant to Section 72 of the Companies Act, 2013, Members
who hold shares in the physical form can nominate a person in
respect of all the shares held by them singly or jointly.
Members who hold shares in single name are advised, in their
own interest, to avail of the nomination facility by filling form
SH-13. Members holding shares in the dematerialized form
may contact their Depository Participant for recording the
nomination in respect of their holdings.

The Securities and Exchange Board of India (SEBI) has
mandated the submission of Permanent Account Number
(PAN) by every participant in securities market. Members
holding shares in electronic form are, therefore, requested to
submit the PAN to their Depository Participants with whom

they are maintaining their demat accounts. Members holding
shares in physical form can submit their PAN details to the
Registrar and Share Transfer Agents or Company.

In view of the circular issued by SEBI, the Electronic Clearing
Services (ECS / NECS) facility should mandatorily be used by
the companies for the distribution of dividend to its members.
In order to avail the facility of ECS / NECS, Members holding
shares in physical form are requested to provide bank account
details to the Registrar and Share Transfer Agents or Company.

Members holding shares in electronic form are hereby
informed that bank particulars registered against their
respective depository accounts will be used by the Company
for payment of dividend. The Company or its Registrars cannot
act on any request received directly from the Members holding
shares in electronic form for any change of bank particulars
or bank mandates. Such changes are to be advised only to the
Depository Participant of the Members.

All documents, transfers, dematerialization requests and other
communications in relation thereto should be addressed
directly to the Company's Registrar & Transfer Agents,
M/s. Karvy Computershare Private Limited, at the address
mentioned below:

M/s. Karvy Computershare Private Limited
Unit: Britannia Industries Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda,
Hyderabad – 500 032
Ph: 040 6716 2222; Fax No. 040 – 23420814
Email: einward.ris@karvy.com

Pursuant to provisions of the SEBI (LODR) Regulations, 2015,
the Company is maintaining an Email Id, investorrelations@
britindia.com exclusively for quick redressal of members/
investors grievances.

Details under Regulation 36 (3) of SEBI (LODR) Regulations,
2015 in respect of the Directors seeking appointment / re-
appointment at the Annual General Meeting, forms part of
the notice. Requisite declarations have been received from the
Director seeking his appointment / re-appointment.

Electronic copy of the Annual Report 2016-17 and the Notice
of 98 Annual General Meeting of the Company is being sent
to all the members whose E-mail Ids are registered with the
Company / Depository Participant(s) for communication
purposes, unless any member has requested for a hard copy
of the same. For members who have not registered their email
addresses, physical copy of the Annual Report 2016-17 and
the Notice of 98 Annual General Meeting of the Company is
being sent in the permitted mode.

Members may note that the Annual Report 2016-17 and
Notice of the 98 Annual General Meeting is also available on
the Company's website. The physical copies of the aforesaid
documents will also be available at the Company's Registered
Office in Kolkata for inspection during normal business hours
on working days. Even after registering for e-communication,
members are entitled to receive such communication in
physical form, upon making the request for the same, by
post free of cost. For any communication, the shareholders
may send requests to the Company's investor E-mail Id -
investorrelations@britindia.com.
Britannia Industries Limited

u. The Members desirous of obtaining any information/clarification concerning the financial statements and operations of the Company are requested to address their questions in writing to the investorrelations@britindia.com at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.

v. In order to enable the Company to send such documents in electronic form, the Members are requested to register their E-mail Ids either with the Company on its E-mail Id: investorrelations@britindia.com or with the Company’s Registrars and Transfer Agents on their E-mail Id: einward, rje@karvy.com.

w. The notice of the 98 AGM is also available on the website of NSDL www.evoting.nsdl.com.

x. Voting through Electronic Means - Remote E-Voting
I. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force); Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote at the 98 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

II. Members who have not cast their vote by remote e-voting can exercise their voting rights at the meeting through poll paper.

III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to vote.

IV. The remote e-voting period commences on 4 August 2017 (9:00 am) and ends on 6 August 2017 (5:00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 31 July 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

V. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., 31 July 2017 only shall be entitled to avail the facility of remote e-voting and attend/vote at the AGM.

VI. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e., 31 July 2017 cannot obtain the login ID and password by sending a request at evoting@nsdl.co.in or investorrelations@britindia.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

VII. The instructions for remote e-voting are as under:
A. Members whose shareholding is in the dematerialization form and whose e-mail address are registered with the Company/Depository Participants will receive an email from NSDL informing user ID and Password:
1. Open email and open PDF file viz; “Britannia remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
3. Click on Shareholder - Login
4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Select “REVEN” of Britannia Industries Limited.
8. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to britannia.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
Britannia Industries Limited

B. For Members whose shareholding is in the dematerialization form and whose e-mail address are not registered with the Company/Depository Participants and the Members holding Shares in Physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instruction may be noted:

1. Initial password is provided at the bottom of the Attendance Slip for the AGM: REVEN (Remote E Voting Event Number) USER ID PASSWORD/PIN

2. Please follow all steps from instructions 2 to 12 of A above to cast vote.

VIII. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or may contact on the NSDL toll free no. 1800-222-990 or may contact Mr. Amit Vishal, Senior Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated Email Ids: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone nos. +91 22 2499 4600/ +91 22 2499 4360. Alternatively, Members may also write to the Company at the Email Id: investorrelations@britindia.com or contact at telephone no. +91 33 2287 2439.

IX. Login to the remote 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 Password” option available on the site to reset the password.

X. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

XI. You can also update your mobile number and Email Id in the user profile details of the folio which may be used for sending future communication(s).

XII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 31 July 2017.

XIII. Mr. Arup Kumar Roy, Company Secretary in Practice (CP 9597 Address: 201, Sarat Bose Road Kolkata 700 029) has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer after the conclusion of voting at the AGM will count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of meeting, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman of the Company or Director authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.

XVI. The results declared along with the Scrutinizer’s Report will be placed on the Company's website www.britannia.co.in and on the website of NSDL immediately after the Declaration of results by the Chairman or Director in writing and will be communicated to stock exchanges.

XVII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e., 7 August 2017.

All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 AM to 5:00 PM) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5 & 6

The Board of Directors appointed Dr. Ajay Shah and Dr. Y.S.P Thorat as Additional and Independent Directors of the Company with effect from 13 February 2017 under Section 149,150, 152 and 161 of the Companies Act, 2013, read with rules made thereunder and Article 94 of the Articles of Association of the Company. They hold office up to the date of AGM of the Company and are eligible to be appointed.

Notices in writing have been received from Members of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 signifying their intention to propose Dr. Ajay Shah and Dr. Y.S.P Thorat as candidates for the office of the Directors at the AGM of the Company.

Profile of Dr. Ajay Shah:

Dr. Ajay Shah has Ph.D. in Economics from University of Southern California, Los Angeles and B.Tech. in Aeronautical Engineering from IIT, Mumbai. He has held positions at the Centre for Monitoring Indian Economy (Mumbai), Indira Gandhi Institute for Development Research (Mumbai) and the Ministry of Finance, and now co-leads the Macro/Finance Group as a Professor at National Institute of Public Finance and Policy, New Delhi. He is engaged in academic and policy-oriented research in the fields of Indian economic growth, open economy macroeconomics, public finance, financial economics and pensions. In the past decade, he was extensively involved in the policy process relating to reforms of the equity market and the New Pension System.
Dr. Ajay Shah is also on the Board and Committees of the Board of several other leading companies as stated below:

<table>
<thead>
<tr>
<th>Name of the Company</th>
<th>Nature of Interest</th>
<th>Committees of the Board</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Public Limited Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gujarat State Fertilizers &amp; Chemicals Limited</td>
<td>Director</td>
<td>Member - Audit Committee and Project Committee</td>
</tr>
<tr>
<td>National E-Governance Services Limited</td>
<td>Additional Director</td>
<td>-</td>
</tr>
<tr>
<td>National Bulk Handling Corporation Private Limited</td>
<td>Director</td>
<td>Member – CSR Committee and ESOP Committee Chairman – Audit Committee</td>
</tr>
<tr>
<td>Centre for Monitoring Indian Economy Private Limited</td>
<td>Director &amp; Member</td>
<td>-</td>
</tr>
</tbody>
</table>

(b) Private Limited Companies

<table>
<thead>
<tr>
<th>Name of the Company</th>
<th>Nature of Interest</th>
<th>Committees of the Board</th>
</tr>
</thead>
<tbody>
<tr>
<td>Khed Developers Limited</td>
<td>Director</td>
<td>Chairman – Audit Committee</td>
</tr>
<tr>
<td>Tata Chemicals Limited</td>
<td>Independent Director</td>
<td>Member – Audit Committee Chairman – Nomination &amp; Remuneration Committee and Risk Management Committee</td>
</tr>
<tr>
<td>Ambit Private Limited</td>
<td>Director</td>
<td>Member – Risk Management Chairman – Audit Committee</td>
</tr>
<tr>
<td>Sahayog Clean Milk Private Limited</td>
<td>Director &amp; Member</td>
<td>-</td>
</tr>
<tr>
<td>(c) Section 8 Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sahayog Micromanagement</td>
<td>Director</td>
<td>-</td>
</tr>
<tr>
<td>Syngenta Foundation India</td>
<td>Director</td>
<td>Member – Audit Committee</td>
</tr>
</tbody>
</table>

Profile of Dr. Y.S.P Thorat:

Dr. Y.S.P Thorat retired as Chairman, NABARD in November 2007, was till recently Executive Chairman of the Dry land Farming Commission and Chairman of the Agriculture Universities Recruitment Board, Government of Maharashtra. Earlier Dr. Thorat was associated with the Planning Commission, Government of India for the 10th and 11th Five Year Plans.

He was Chief Executive of the Rajiv Gandhi Trust and Foundation, New Delhi and served on the Board of the National Institute of Bank Management, Pune. On the academic side he was Chairman of the Indian Society of Agriculture Economics and Member, Senate and Academic Council of the Shivaji University, Kolhapur.

Dr. Thorat is a University ranker having received the prestigious Gopal Krishna Gokhale Award for being adjudged the best student of Political Science amongst all universities in Maharashtra. Additionally, he holds a distinction in Law, a doctorate in Economics and D.Lit.

Dr. Thorat started his career in the Reserve Bank of India (RBI) in 1972 and was appointed as its Executive Director in 2003. His main contribution has been in the field of policy support for agriculture finance, urban cooperative banks, cooperative policy and credit. In 2004, he was appointed by GOI as Managing Director and then Chairman of National Bank for Agriculture and Rural Development (NABARD).

Dr. Y.S.P Thorat is also on the Board and Committees of the Board of several other leading companies as stated below:

<table>
<thead>
<tr>
<th>Name of the Company</th>
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<th>Committees of the Board</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Public Limited Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rallis India Limited</td>
<td>Director</td>
<td>Member – Audit Committee, Stakeholders Relationship Committee and CSR Committee Chairman – Risk Management Committee</td>
</tr>
</tbody>
</table>
Mr. A. K. Hirjee, 78, is a Promoter Non-Executive Director of the Company. He joined the Board of Directors of the Company in September 1993. Mr. Hirjee is B.A.(Hons.), LL.B. (Hons.), Barrister-at-Law, SLOAN Fellow of the London Business School. He has 54 years of experience in different areas of Business Management and his expertise extends to finance, banking, legal, commercial, industrial and general administration. He is also actively associated with leading Charitable Institutions.

He is also on the Board and Committees of the Board of several other leading companies as under:

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</tr>
</thead>
<tbody>
<tr>
<td>(a) Public Limited Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Bombay Dyeing &amp; Manufacturing Company Limited</td>
<td>Director &amp; Member</td>
<td>Member – Stakeholders’ Relationship Committee and Nomination &amp; Remuneration Committee</td>
</tr>
<tr>
<td>The Bombay Burmah Trading Corporation Limited</td>
<td>Vice - Chairman &amp; Member</td>
<td>Member – Audit Committee, Nomination &amp; Remuneration Committee and Stakeholders’ Relationship Committee</td>
</tr>
<tr>
<td>Atlas Copco (India) Limited</td>
<td>Chairman</td>
<td>Member – Nomination &amp; Remuneration Committee and CSR Committee</td>
</tr>
<tr>
<td>HDFC Trustee Company Limited</td>
<td>Chairman</td>
<td>Chairman - Audit Committee, Stakeholders’ Relationship Committee and Share Transfer Committee</td>
</tr>
<tr>
<td>(b) Private Limited Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Chika Private Limited</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>Go Investments &amp; Trading Private Limited</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>(c) Foreign Companies:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ABI Holdings Limited, UK</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>Associated Biscuits International Ltd., UK</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>Britannia Brands Ltd., UK</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>Bannatyne Enterprises Pte. Ltd., Singapore</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>Dowbiggin Enterprises Pte. Ltd, Singapore</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>Nacupa Enterprises Pte. Ltd, Singapore</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>Spargo Enterprises Pte. Ltd, Singapore</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>Valletort Enterprises Pte. Ltd, Singapore</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>(d) Section 8 Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Breach Candy Hospital Trust</td>
<td>Director</td>
<td></td>
</tr>
</tbody>
</table>

Mr. Hirjee is a member of the Audit Committee & Risk Management Committee, Nomination & Remuneration Committee and Chairman of Stakeholders Relationship Committee and Finance Committee of the Board of the Company.

Mr. Hirjee does not hold any shares in the Company.

Except Mr. Hirjee, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Mr. Hirjee has attended 4 Board Meetings held during FY 2016-17.

By Order of the Board of Directors
For Britannia Industries Limited

Registered Office:
5/1A, Hungerford Street,
Kolkata - 700 017.
25 May 2017

Rajesh Arora
GM - Legal & Company Secretary
I certify that I am a Member/Proxy for the Member of the Company. I hereby record my presence at the 98th Annual General Meeting of the Company to be held on Monday, 7 August 2017 at 11 A.M. at the Hyatt Regency, J A-1, Sector 3, Salt Lake City, Kolkata - 700 098.

Name of the Member/Proxy (BLOCK LETTERS) ________________________________
Signature of Member/Proxy ________________________________

Members/Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

REMOTE E-VOTING PARTICULARS

REVEN (Remote E-Voting Event Number) __________
USER ID __________
PASSWORD __________

__________________________
Name of the Member(s)
Registered Address:

Folio No/Client Id / DP Id / E-mail Id __________

I/We, being the Member(s), holding ____________________________ Shares of the above named Company, hereby appoint:

1. Name __________________________________________ Email id __________________________________________
Address __________________________________________ Signature __________________________ or failing him/her

2. Name __________________________________________ Email id __________________________________________
Address __________________________________________ Signature __________________________ or failing him/her

3. Name __________________________________________ Email id __________________________________________
Address __________________________________________ Signature __________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 98th Annual General Meeting of the Company to be held on Monday, 7 August 2017 at 11 A.M. at the Hyatt Regency, J A-1, Sector 3, Salt Lake City, Kolkata - 700 098 and at any adjournment thereof in respect of such resolutions as mentioned on the overleaf of this proxy form.
<table>
<thead>
<tr>
<th>Resolution No.</th>
<th>Resolutions</th>
<th>Optional*</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Ordinary Business</strong></td>
<td></td>
<td>FOR</td>
</tr>
<tr>
<td>1.</td>
<td>To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the financial year ended 31 March, 2017 and the Reports of the Directors and Auditors thereon</td>
<td></td>
</tr>
<tr>
<td>2.</td>
<td>To declare dividend for the financial year ended 31 March, 2017</td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>To appoint a Director in place of Mr. A. K. Hirjee (DIN: 00044765), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.</td>
<td></td>
</tr>
<tr>
<td>4.</td>
<td>To ratify the appointment of M/s B S R &amp; Co. LLP, Chartered Accountants, as Statutory Auditors of the Company.</td>
<td></td>
</tr>
<tr>
<td><strong>Special Business</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5.</td>
<td>To approve the appointment of Dr. Ajay Shah (DIN: 01141239) as an Independent Director.</td>
<td></td>
</tr>
<tr>
<td>6.</td>
<td>To approve the appointment of Dr. Y.S.P Thorat (DIN: 02652734) as an Independent Director.</td>
<td></td>
</tr>
</tbody>
</table>

Signed this ………………. day of ………………. 2017

Signature of the Member ___________________________ Signature of Proxy Holder ___________________________  

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. This is only optional. Please put a ‘X’ in the appropriate column against the resolutions indicated in the Box. If you leave ‘For’ or ‘Against’ column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.