

Date: 4th September, 2025

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, Block G, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: BRITANNIA

Dear Sir/Madam,

Sub : Notice of Postal Ballot – Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015')

Ref : SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circular') and our intimation dated 24th August, 2025

Pursuant to Regulation 30 read with Clause 12 of Para A of Part A of Schedule III of the SEBI Listing Regulations, 2015 and the SEBI Circular, please find enclosed the Notice of Postal Ballot dated 23rd August, 2025 ('Notice') seeking approval of the Members by way of a Special Resolution for Appointment of Mr. Rajesh Kumar Batra (DIN: 00020764) 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. 25th August 2025 upto 24th August 2030 (both days inclusive).

Pursuant to Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, Rule 20 and Rule 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 April 2020, 17/2020 dated 13 April 2020 and 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI Listing Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Special Resolution as set out in the Notice is proposed for approval of the Members of the Company through Postal Ballot by voting through electronic means only ('remote E-voting').

The Company has engaged National Securities Depository Limited ('NSDL') for providing the remote E-voting facility during the following period:

Commencement of remote E-voting	Friday, 5 th September 2025 at 9:00 A.M. IST
Conclusion of remote E-voting	Saturday, 4 th October 2025 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 the 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/Depository Participants as on the Cut-off date i.e., Friday, 29th August, 2025. The Members who have not registered their Email Ids are requested to kindly register the same as per the instructions given in the Notice.

The Notice is also available on the website of the Company at <https://www.britannia.co.in/investors/shareholders-information/general-meetings> and on the website of NSDL at www.evoting.nsdl.com.

The Voting 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, 7th October 2025, 5:00 P.M. IST.

Request you to please take the above information on records.

Thanking You,
Yours faithfully

For Britannia Industries Limited

T. V. Thulsidass
Company Secretary
Membership No. : A20927
Encl.: As above



BRITANNIA INDUSTRIES LIMITED

(Corporate Identification Number: L15412WB1918PLC002964)

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

Phone No.: 033-22872439/2057; **Website:** www.britannia.co.in; **Email Id:** 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 ('ICSI') 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 Special Resolution as set out in this Notice is proposed for approval of the Members of Britannia Industries Limited (the 'Company') through Postal Ballot by voting through electronic means only ('remote E-voting').

SPECIAL BUSINESS:

Appointment of Mr. Rajesh Kumar Batra (DIN: 00020764) 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 Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules') read with Schedule IV to the Act and Regulation 16(1)(b), 17, 25 and other applicable provisions 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) and Article 94 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee at its Meeting held on 5 August 2025 and approval of the Board of Directors through Circular Resolution dated 23 August, 2025, Mr. Rajesh Kumar Batra (DIN: 00020764), who was appointed as an Additional Non-Executive Independent Director of the Company under Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of the Non-Executive Independent Director and who 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 being eligible for appointment as an 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. 25 August 2025 upto 24 August 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to Regulation 17 (1A) of the SEBI Listing Regulations, 2015, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Rajesh Kumar Batra as a Non-Executive Independent Director of the Company on attaining age of 75 years.

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 of
Britannia Industries Limited

Sd/-

T. V. Thulsidass

Company Secretary

Membership No.: A20927

Registered Office:

5/1A, Hungerford Street, Kolkata-700 017, West Bengal, India

Date : 23 August 2025

Place : Bengaluru

NOTES FOR MEMBERS' ATTENTION:

EXPLANATORY STATEMENT

1. An Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI'), setting out material facts and the rationale for the proposed resolution is annexed hereto and forms part of this Notice.

DISPATCH OF POSTAL BALLOT NOTICE

2. In compliance with the MCA Circulars, the Notice of Postal Ballot ('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/Depository Participants ('DPs') as on Friday, 29 August 2025 ('Cut-off date'). Hence, the physical copy of Notice, Postal Ballot form and Prepaid Business Reply Envelopes are not sent to the Members.
3. Notice will also be available on the Company's website at <https://www.britannia.co.in/postal-ballot-notice>, websites of the Stock Exchanges i.e., BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and on website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.

REGISTRATION OF EMAIL IDS

4. Members who have not registered their Email Ids are requested to register the same in the following manner:
 - **Members holding shares in Physical mode:**

Submit a duly filled and signed Form ISR-1 as prescribed by the SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23 June 2025 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 and Copy of Share Certificate (front and back) with the Registrar and Share Transfer Agent, M/s. KFin Technologies Limited ('RTA') at einward.ris@kfintech.com. Members may download Form ISR-1 from the Company's website at <https://www.britannia.co.in/Form-ISR-1>.
 - **Members holding shares in Demat mode:**

Members holding shares in dematerialised mode are requested to register/update their Email Ids with respective DPs.

In case of any queries/difficulties in registering the Email Id, Members may write to the RTA/the Company at einward.ris@kfintech.com/investorrelations@britindia.com respectively.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

5. The details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Clause 1.2.5 of SS-2 in respect of Appointment of the Director forms part of this Notice.

INSPECTION OF DOCUMENTS

6. All the documents referred to in the accompanying Notice shall be available for inspection by the Members electronically and at the Registered Office of the Company during Business Hours (10:00 A.M. IST to 5:30 P.M. IST) 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 mentioning their Name, Folio no./DP Id & Client Id and documents which they intend to inspect.

PROCEDURES AND INSTRUCTIONS FOR REMOTE E-VOTING

7. 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. 12 of the Notice.
8. The Members whose names appear in the Register of Members/Register of Beneficial Owners as on Friday, 29 August 2025, 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 for information purpose only.
9. 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., Friday, 29 August 2025.
10. The remote E-voting period commences on Friday, 5 September 2025 at 9:00 A.M. IST and ends on Saturday, 4 October 2025 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.

11. 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., Saturday, 4 October 2025 at 5:00 P.M. IST.
12. 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 Shares in demat mode

Pursuant to the SEBI circular dated 9 December 2020 on E-voting facility provided by Listed Companies, Individual Shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members 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 shares in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL.	<p>A. OTP Based Login Process:</p> <p>Members who wish to login using OTP are requested to follow the steps mentioned below:</p> <ol style="list-style-type: none"> 1. Visit the NSDL E-voting Portal by clicking on the link https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 2. Enter your DP Id/Client Id, PAN and fill in the Verification Code displayed on the screen. 3. Click on Generate OTP. You will receive the OTP on your registered Email Id and/or Mobile Number. 4. Enter the received OTP and click on 'Login'. 5. Upon successful login, you will be redirected to the NSDL website where you can view the E-voting page. 6. Click on the Company Name or the E-voting Service Provider (NSDL). 7. You will then be redirected to the NSDL E-voting website to cast your vote during the remote E-voting period. <p>B. NSDL IDeAS facility</p> <p>Members who are registered on NSDL IDeAS facility:</p> <p>Existing IDeAS users can visit the E-services website of NSDL viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile by following these steps:</p> <ol style="list-style-type: none"> 1. On the E-services home page click on the 'Beneficial Owner' icon under 'Login' under the 'IDeAS' section. Enter your user Id and Password. 2. After successful authentication, you will be able to see 'E-voting services' under Value added services 3. Click on 'Access to E-voting' to reach the E-voting page. 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. <p>Members who are not registered on NSDL IDeAS facility:</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. E-voting website of NSDL</p> <p>Members can access the NSDL E-voting website by following these steps:</p> <ol style="list-style-type: none"> 1. Open a web browser and go to https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile 2. On the E-voting system homepage, click on the 'Login' icon under the 'Shareholder/Member' section.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> Enter your user Id (your 16 digit demat account number with NSDL), Password/OTP, and the Verification Code displayed on the screen. After successful authentication, you will be redirected to NSDL Depository site where you can access the E-voting page. 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. <p>D. 'NSDL Speede' Mobile App for E-voting</p> <p>Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div>   </div> <div>   </div> </div>
Individual Shareholders holding shares in demat mode with CDSL	<p>A. CDSL Easi/Easiest facility</p> <p>Members who are registered on CDSL Easi/Easiest</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"> Go to CDSL website at www.cdslindia.com and click on the 'login' icon, then select the 'New System Myeasi' tab. Log in by entering your existing My easi Username & Password. 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. 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. <p>Members who are not registered on CDSL Easi/Easiest</p> <p>If the user is not registered/opted for Easi/Easiest facility, here are the steps to register and access E-voting:</p> <ol style="list-style-type: none"> Go to CDSL website at www.cdslindia.com and Click on 'login' icon and 'New System Myeasi Tab' and then click on 'registration' option. 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 www.cdslindia.com. <ul style="list-style-type: none"> The system will authenticate by sending an OTP on your Mobile & Email Id registered in your Demat Account. 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.

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode logging in through their DPs	<p>Members can also access the E-voting facility using their demat account login credentials through their DPs registered with NSDL/CDSL by following these steps:</p> <ol style="list-style-type: none"> 1. 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. 2. 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.

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 shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for shareholders other than Individual shareholders, holding shares in demat mode and shareholders holding shares in physical mode.

How to Login to NSDL E-voting website?

1. Visit the NSDL E-voting website by typing the URL on your web browser: <https://www.evoting.nsdl.com/> 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.	<p>8 Character DP Id followed by 8 Digit Client Id</p> <p>For example, if your DP Id is IN300*** and Client Id is 12***** then your user Id is IN300***12*****</p>
b) For Members who hold shares in demat account with CDSL.	<p>16 Digit Beneficiary Id</p> <p>For example, if your Beneficiary Id is 12***** then your user Id is 12*****</p>
c) For Members holding shares in Physical Form.	<p>E-voting Event Number (EVEN) followed by Folio Number registered with the company.</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

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 Step 2 B) i.e., 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.
 - b) **'Physical User Reset Password?'** (for physical shareholders) option available on 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 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.
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.

B) 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 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.**

3. Alternatively, Members may send a request to evoting@nsdl.com for procuring User Id and Password for E-voting by providing aforementioned documents.

GENERAL GUIDELINES FOR SHAREHOLDERS

13. Pursuant to Section 113 of the Act, 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 with a copy marked to 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.
14. 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 at www.evoting.nsdl.com to reset the password.
15. 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 or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

DECLARATION OF VOTING RESULTS

16. The Company has appointed Mr. P. N. Parikh (FCS No. 327 CP No. 1228) or failing him Mr. Mitesh Dhabliwala (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, having their office at 111, 11th 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 to scrutinize the remote E-voting conducted through Postal Ballot, in a fair and transparent manner.
17. After conclusion of the remote E-voting, the Scrutinizer shall unblock the votes and submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against the Resolution, to the Chairman or a person authorised by him, who shall countersign the Report and declare the results.
18. The voting 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, 7 October 2025, 5:00 P.M. IST. The results declared along with the report of the Scrutinizer will be submitted to the Stock Exchanges i.e., BSE and NSE at www.bseindia.com and www.nseindia.com and shall also be uploaded on the website of the Company at www.britannia.co.in and on the website of NSDL at www.evoting.nsdl.com. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 110 OF THE COMPANIES ACT, 2013 ('THE ACT'), SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2') ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI') AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015')

Appointment of Mr. Rajesh Kumar Batra (DIN: 00020764) as a Non-Executive Independent Director of the Company.

The Board of Directors of Britannia Industries Limited (the 'Company') comprises 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, thereby creating long-term value for all the Stakeholders.

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') through Circular Resolution dated 23 August 2025, appointed Mr. Rajesh Kumar Batra as an Additional Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years i.e., w.e.f. 25 August 2025 upto 24 August 2030 (both days inclusive), subject to the approval of Members of the Company.

Further, the Company has also received a Notice under Section 160 of the Act from a Member of the Company, proposing the candidature of Mr. Rajesh Kumar Batra as a Non-Executive 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 ('AGM'). 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.

Further, pursuant to Section 149 read with Schedule IV and Section 152 of the Act, the appointment of an Independent Director requires approval of the Members at the General Meeting and pursuant to Regulation 25(2A) of the SEBI Listing Regulations, 2015, the appointment of an Independent Director shall be subject to approval of the Shareholders by way of the Special Resolution.

Accordingly, in terms of aforementioned provisions, it is proposed to obtain approval of the Members by the Special Resolution through Postal Ballot, for appointment of Mr. Rajesh Kumar Batra 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. 25 August 2025 upto 24 August 2030 (both days inclusive).

Further, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, 2015, a Director who attains the age of 75 years can continue as a Non-Executive Director only with the approval of the Members through the Special Resolution. Mr. Rajesh Kumar Batra will attain the age of 75 years during his term as a Non-Executive Independent Director of the Company.

Accordingly, approval of the Members by way of the Special Resolution is also being sought for his continuation as a Non-Executive Independent Director of the Company upon attaining the age of 75 years.

In this regard, the Company has received consent from Mr. Rajesh Kumar Batra to act as a Director of the Company in accordance with 152 of the Act.

Further, the Company has also received following declarations from Mr. Rajesh Kumar Batra 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 Directors 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 Rule 6(1) and 6(2) of the Companies (Appointment and Qualification 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 duties as an Independent Director of the Company.

Upon evaluation of skills and capabilities required for the role of an Independent Director, the NRC and the Board are of the opinion that Mr. Rajesh Kumar Batra possesses requisite qualifications, knowledge, skills, experience and expertise to contribute to the growth of the Company and holds high standards of integrity.

Further, in the opinion of the NRC and the Board, Mr. Rajesh Kumar Batra fulfills the conditions specified by the Act and SEBI Listing Regulations, 2015 and that he is independent of the Management of the Company.

Mr. Rajesh Kumar Batra, 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 of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

Copy of the draft letter of Appointment of Mr. Rajesh Kumar Batra as a Non-Executive Independent Director setting out the terms and conditions thereof is available for inspection electronically and/or at the Registered Office of the Company during Business Hours (10:00 A.M. to 5:30 P.M. IST) and can also be accessed on the website of the Company at <https://www.britannia.co.in/investors/corporate-governance/others>. Any Member desirous of inspecting the same may write to the Company Secretary at investorrelations@britindia.com through the registered Email Id mentioning their Name, Folio No./DP Id and Client Id.

Considering the nature of skills and expertise of Mr. Rajesh Kumar Batra, 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. Rajesh Kumar Batra set out in the notice for approval of the Members as a **Special Resolution**.

Brief profile of Mr. Rajesh Kumar Batra and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and SS-2 is annexed to the Notice.

PROFILE 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. Rajesh Kumar Batra (DIN: 00020764):

Mr. Rajesh Kumar Batra, aged 70 years, completed his Schooling in Campion School, Mumbai and graduated from Elphinstone College, in 1975. He then obtained a Diploma in Systems Management from Jamnalal Bajaj Institute in 1978.

Mr. Rajesh Kumar Batra is a second generation entrepreneur and son of Late Mr. Ram Batra, a leading businessman and a former sheriff of Mumbai. Mr. Rajesh Kumar Batra is presently the Chairman and Managing Director of Cravatex Limited.

Mr. Rajesh Kumar Batra serves as an Independent Director on the Board of two Listed Companies. He is also a Trustee on several charitable trusts and promotes sports through the Ram Batra Memorial Foundation.

Other details with respect to his appointment are given below:

Date of first Appointment on the Board	25 August 2025
Terms and conditions	Appointment of Mr. Rajesh Kumar Batra (DIN: 00020764) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 25 August 2025 upto 24 August 2030 (both days inclusive), not liable to retire by rotation.
Details of remuneration last drawn (in ₹)	Not Applicable
Details of remuneration sought to be paid	As a Non-Executive Independent Director, Mr. Rajesh Kumar Batra is entitled to commission in addition to sitting fees for attending the Meetings.
Nature of expertise in specific functional area	Leadership of Large Organisation, Visioning and Strategic Planning, Financial Management and Accounting and Supply Chain Management.
Shareholding in the Company including as a Beneficial Owner as on the date of this Notice	200 Equity Shares (held on behalf of the Trust)
Number of Board Meetings attended during the financial year	Not Applicable
Relationship with other Directors, Manager & Key Managerial Personnel ('KMPs')	Mr. Rajesh Kumar Batra is not related to any Director and KMPs of the Company.
Directorships held in other Companies	<ul style="list-style-type: none"> • Nowrosjee Wadia and Sons Limited • The Bombay Burmah Trading Corporation Limited • R.K.B. Trading Private Limited • R.B. Fitness and Trading Private Limited • The Bombay Dyeing and Manufacturing Company Limited • Cravatex Limited • Tristar Charitable Foundation • Goodeed Charitable Foundation • Venus Charitable Foundation • Northstar Charitable Foundation • Hi-Tec Europe Limited • Leila Lands Limited • GB Brands Europe Limited
Committee Chairpersonships/Memberships held in other Companies	The Bombay Burmah Trading Corporation Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee- Chairman • Risk Management Committee - Chairman • Stakeholders Relationship Committee - Member • Corporate Social Responsibility Committee - Member

Committee Chairpersonships/Memberships held in other Companies	The Bombay Dyeing and Manufacturing Company Limited <ul style="list-style-type: none"> Nomination and Remuneration Committee - Chairman Risk Management Committee - Chairman Audit Committee - Member Stakeholders Relationship Committee - Member Rights Issue Committee - Member Investment Committee - Member Corporate Social Responsibility Committee - Member Strategic Committee - Member Cravatex Limited <ul style="list-style-type: none"> Stakeholders Relationship Committee - Member Nowrosjee Wadia and Sons Limited <ul style="list-style-type: none"> Nomination and Remuneration Committee – Member
Resignation from Listed Companies in the past three years	None

By Order of the Board of Directors of
Britannia Industries Limited

Sd/-

T. V. Thulsidass

Company Secretary

Membership No.: A20927

Registered Office:

5/1A, Hungerford Street, Kolkata–700 017, West Bengal, India

Date : 23 August 2025

Place : Bengaluru