

Date: 6 October 2026

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

The 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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026 ('SEBI Master Circular')

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 Master Circular, please find enclosed the Notice of Postal Ballot dated 6 August 2026 ('Notice') seeking approval of the Members by way of a Special Resolution for Appointment of Mr. Sonny Iqbal (DIN: 02962053) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 8 August 2026 up to 7 August 2031 (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 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs ('MCA Circulars') 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 period	Thursday, 8 October 2026 at 9:00 A.M. IST
Conclusion of remote E-voting period	Friday, 6 November 2026 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/NSDL and Central Depository Services (India) Limited/KFin Technologies Limited, Registrar to an Issue and Share Transfer Agent of the Company and Depository Participants as on the Cut-off date i.e., Friday, 2 October 2026. 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 Wednesday, 11 November 2026, 5:00 P.M. IST.

Request you to please take the above information on record.

Thanking you,
Yours faithfully,

For Britannia Industries Limited

SONA
RAJORA

Digitally signed
by SONA RAJORA
Date: 2026.10.06
19:05:05 +05'30'

Sona Rajora

Company Secretary and Compliance Officer

ICSI Membership No.: A35468

Encl.: As above

Britannia Industries Limited

CIN: L15412WB1918PLC002964

Executive Office - Prestige Shantiniketan, The Business Precinct,
Tower C, 15th, 16th & 17th floor,
Whitefield Main Road, Mahadevapura Post,
Bengaluru - 560048, Karnataka, India
Tel No: 080 37687100

Registered Office - 5/1A, Hungerford Street,
Kolkata - 700017, West Bengal, India
Email: investorrelations@britindia.com
Website: www.britannia.co.in
Tel No: 033 22872439/2057



BRITANNIA INDUSTRIES LIMITED

Corporate Identity 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 Sections 110, 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 03/2025 dated 22 September 2025 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 of Postal Ballot ('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. Sonny Iqbal (DIN: 02962053) 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 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), Article 94 and other applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 6 August 2026, Mr. Sonny Iqbal (DIN: 02962053), 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 Director of the Company, and who has submitted a declaration confirming that he meets the criteria of Independence as provided in Section 149(6) of the Act, 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 with effect from 8 August 2026 up to 7 August 2031 (both days inclusive), on such terms and conditions (including remuneration) as set out in the explanatory statement annexed to this Notice and the Letter of Appointment to be issued by the Company to Mr. Sonny Iqbal as an Independent Director of the Company, in accordance with Schedule IV to the Act read with Section 149 and other applicable provisions of the Act.

Britannia Industries Limited

RESOLVED FURTHER THAT any of the Directors and/or Ms. Sona Rajora, Company Secretary and Compliance Officer, 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/-
Sona Rajora
Company Secretary and Compliance Officer
ICSI Membership No: A35468

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

Place : Mumbai
Date : 6 August 2026

NOTES FOR MEMBERS' ATTENTION

EXPLANATORY STATEMENT AND DETAILS OF THE DIRECTOR SEEKING APPOINTMENT:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with 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') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015'), setting out material facts and the rationale for the proposed resolution is annexed hereto and forms part of this Notice.
2. The details of the Director seeking appointment as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Clause 1.2.5 of SS-2 issued by ICSI form part of this Notice.

AUTHORISED REPRESENTATIVE:

3. Pursuant to Section 113 of the Act, Institutional/Corporate Members (i.e., other than individuals, HUF, NRI etc.) are required to submit a scanned copy (PDF/JPG Format) of the relevant Board/Governing Body Resolution/Power of Attorney/Authority Letter, as applicable, duly authorising their authorised representative(s) on their behalf to vote through remote E-voting to the Scrutinizer by Email at team@angc.co.in with a copy marked to evoting@nsdl.com or upload the same by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'E-voting' tab on the E-voting Portal of National Securities Depository Limited ('NSDL').

The aforesaid documents should be submitted to the Scrutinizer or be uploaded on the E-voting Portal of NSDL, on or before the last date of remote e-voting, i.e., Friday, 6 November 2026 by 5:00 P.M. IST, for the purpose of verification and compliance of Section 113 of the Act.

DISPATCH OF THE POSTAL BALLOT NOTICE

4. In compliance with the Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Notice is being sent only through 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/National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories')/KFin Technologies Limited, Registrar to an Issue and Share Transfer Agent ('RTA') and Depository Participants ('DPs') as on Friday, 2 October 2026 ('Cut-off date').

Further, in compliance with Sections 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, the MCA Circulars, SS-2 issued by ICSI and Regulation 44 of the SEBI Listing Regulations, 2015, approval of the Members is being sought through Postal Ballot by voting through electronic means only ('remote E-voting'). Hence, the physical copy of Notice, Postal Ballot form and Prepaid Business Reply Envelope are not sent to the Members.

5. The Notice of the Postal Ballot will also be available on the website of the:
 - i. Company at www.britannia.co.in/investors/shareholders-information/generalmeetings;
 - ii. Stock Exchanges i.e., BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com & www.nseindia.com, respectively; and
 - iii. NSDL at www.evoting.nsdl.com.

REGISTRATION OF EMAIL IDS

6. 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 Securities and Exchange Board of India ('SEBI') vide its Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated 6 February 2026 along with a copy of signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card & Address Proof

such as Aadhaar Card (masked), Driving License, Election Identity Card or Passport in support of the address of the Member and Copy of Share Certificate (front and back) with the RTA at einward.ris@kfintech.com. Members may download Form ISR-1 from the Company's website at <https://www.britannia.co.in/investors/shareholder-forms>.

- **Members holding shares in Dematerialised mode ('Demat Mode'):**

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

In case of any queries/difficulties in registering the Email Ids, Members may write to the Company's RTA at einward.ris@kfintech.com.

PROCEDURE FOR INSPECTION OF DOCUMENTS

7. All the documents referred to in the accompanying Notice shall be available for inspection by the Members electronically and at the Registered Office and Executive Office of the Company on all working days (between 9:30 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. Any Member desirous of inspecting the same may write to the Company at investorrelations@britindia.com from their registered Email Id, mentioning their Name, Folio no./DP Id & Client Id and the documents which they intend to inspect.

PROCEDURES AND INSTRUCTIONS FOR REMOTE E-VOTING

8. In compliance with Sections 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, the MCA Circulars, SS-2 issued by ICSI and Regulation 44 of the SEBI Listing Regulations, 2015, the Company is providing remote E-voting facility to its Members through NSDL. The detailed procedures and instructions with respect to remote E-voting are mentioned in point no. 13 of the Notice.
9. The remote E-voting period commences on Thursday, 8 October 2026 at 9:00 A.M. IST and ends on Friday, 6 November 2026 at 5:00 P.M. IST. During this period, Members of the Company, holding shares as on the Cut-off date, may cast their vote through remote E-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently or cast vote again.
10. The Members whose names appear in the Register of Members/Register of Beneficial Owners as on the Cut-off date, shall only be entitled to cast their votes 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 purposes only.
11. The voting rights of the Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the Cut-off date.
12. The resolution, if approved by requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members on the last date specified for remote E-voting i.e., Friday, 6 November 2026.
13. 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 E-voting for Individual Shareholders holding Shares in Demat Mode:

Pursuant to the SEBI Master circular No.: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026 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 the 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	A. OTP Based Login Process: Members who wish to log in using OTP are requested to follow the steps mentioned below: 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. B. NSDL IDeAS facility Members who are registered on NSDL IDeAS facility: 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: 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. Members who are not registered on NSDL IDeAS facility: 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 C. E-voting website of NSDL Members can access the NSDL E-voting website by following these steps: 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. 3. Enter your user Id (your 16 digit Demat Account Number with NSDL), Password/ OTP, and the Verification Code displayed on the screen.

Type of Shareholders	Login Method
	4. After successful authentication, you will be redirected to NSDL Depository site where you can access the E-voting page. 5. Select the Company Name or E-voting Service Provider i.e., NSDL which will redirect you for casting your vote during the remote E-voting period. D. 'NSDL Speede' Mobile App for E-voting Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding shares in Demat Mode with CDSL	A. CDSL Easi/Easiest facility Members who are registered on CDSL Easi/Easiest 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: - 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. Members who are not registered on CDSL Easi/Easiest If the user is not registered for Easi/Easiest, here are the steps to register and access E-voting: - 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. - The system will authenticate by sending an OTP on your Mobile & Email Id registered with 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	You can also access the E-voting facility using your Demat Account login credentials through your DPs registered with NSDL/CDSL by following these steps: 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 shares 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 Log-in 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	8 Character DP Id followed by 8 Digit Client Id For example, if your DP Id is IN300*** and Client Id is 12***** then your user Id is IN300***12*****
b) For Members who hold shares in Demat Account with CDSL	16 Digit Beneficiary Id For example, if your Beneficiary Id is 12***** then your user Id is 12*****
c) For Members holding shares in Physical Form	E-voting Event Number (EVEN) followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for E-voting, then you can use the existing password to login and cast your vote.
 - b) If you are using NSDL E-voting system for the first time, you will need to retrieve the '**initial password**' which was communicated to you. Once you retrieve your '**initial password**', you need to enter the '**initial password**' and the system will force you to change your password.
 - c) How to retrieve your '**initial password**'?
 - (i) If your Email Id is registered in your Demat Account or with the Company, your '**initial password**' is communicated to you on your Email Id.

Trace the Email sent to you from NSDL from your mailbox. Open the Email and open the attachment i.e., a '.pdf file'. The password to open the '.pdf file' is your 8 digit Client ID for NSDL Account, last 8 digits of Client Id for CDSL Account or folio Number for shares held in Physical Form. The '.pdf file' contains your '**user Id**' and your '**initial password**'.
 - (ii) If your Email Id is not registered with the Company/Depositories, please follow the steps mentioned below in process for those Shareholders whose Email Ids are not registered.
6. If you are unable to retrieve or have not received the '**initial password**' or have forgotten your password:
 - a) Click on '**Forgot User Details/Password?**' (for Demat Account holders in NSDL and CDSL) option available on www.evoting.nsdl.com.
 - 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, PAN, Name and Registered Address, etc.
 - d) Members can also use the OTP 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; and
 - Self-attested scanned copy of Aadhaar Card.
2. For Members holding shares in Demat Mode:
 - DP Id-Client Id (16 digit DP Id + CL Id) 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; and
 - 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

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 enter 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 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, Deputy Vice President, NSDL at evoting@nsdl.com.

DECLARATION OF VOTING RESULTS

16. The Board of Directors of the Company have appointed Ms. Anshu Agarwal (FCS No. 9921, CP No. 27897), from ANG & Co. LLP, Practising Company Secretaries, having their office at 4033, 2nd Floor, Eaze Zone Mall, Goregaon Mulund Link Road, Goregaon West, Mumbai – 400 104, Maharashtra, India, to act as the 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 the 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.

Britannia Industries Limited

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 Wednesday, 11 November 2026, 5:00 P.M. IST. Upon receipt of the requisite number of votes, the resolution shall be deemed to have been passed at a General Meeting of the Members on the last date specified for remote E-voting i.e., Friday, 6 November 2026.
19. The results declared along with the report of the Scrutinizer will be available on the website of the:
- i. Company at www.britannia.co.in;
 - ii. Stock Exchanges i.e., BSE and NSE at www.bseindia.com & www.nseindia.com and
 - iii. NSDL at www.evoting.nsdl.com.

The results will also displayed at the Company's Registered Office and Executive Office.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 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. Sonny Iqbal (DIN: 02962053) as a Non-Executive Independent Director of the Company

Rationale for the Appointment:

The Board of Directors ('Board') of the Company comprises of eminent personalities from diverse fields who significantly contribute to the Company's business, policy and strategic decisions. Their diverse expertise, industry knowledge, business acumen and independent judgement assist the Board in informed decision making, thereby driving effective governance and creating long-term value for all the stakeholders.

In line with the Company's constant endeavor to enhance the quality of skills, knowledge, experience and independence of the Board, the Nomination and Remuneration Committee ('NRC') and the Board, at their respective Meetings held on 6 August 2026 considered the profile of Mr. Sonny Iqbal (DIN: 02962053) for appointment as an Independent Director of the Company.

The NRC and the Board reviewed the matrix highlighting the core skills, expertise and competencies of Mr. Iqbal in the following areas:

- **Leadership of Large Organisations:** Experience of leading operations of large organisations with deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualise and manage change;
- **Visioning and Strategic Planning:** Expertise in developing and implementing strategies for sustainable and profitable growth in consumer and FMCG industry in the changing business environment. Ability to assess the strengths and weaknesses of the Company and devise strategies to gain competitive advantage;
- **Financial Management & Accounting:** Expertise in understanding and management of complex financial functions and processes of large organisations, deep knowledge of accounting, finance and treasury for financial health of the Company; and
- **Governance and Regulatory Requirements of Large Companies:** Knowledge and experience in regulatory and governance requirements and ability to identify key risks affecting the governance of the Company.

The NRC and the Board also considered Mr. Iqbal's extensive experience in Leadership Development, Organisation Consulting and Family Enterprise Advisory and opined that the appointment of Mr. Iqbal would strengthen the composition of the Board and that his association would be of immense benefit to the Company.

Consent and Declarations:

The NRC and the Board considered the consent of Mr. Iqbal to act as a Director of the Company in accordance with Section 152 of the Act along with the following declarations received from him 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 registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs, in terms of Rule 6(1) and Rule 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- The number of directorships and committee positions held by him is within the limits prescribed under Section 165 of the Act and Regulations 17A and 26(1) of the SEBI Listing Regulations, 2015; and
- He is not aware of any circumstance or situation which exists or may reasonably be anticipated, that could impair or impact his ability to his discharge duties as an Independent Director of the Company.

Based on the aforesaid declarations and all the other information placed before them, the NRC and the Board are of the opinion that Mr. Iqbal fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI Listing Regulations, 2015 for appointment as an Independent Director of the Company, and that he is independent of the management of the Company.

Appointment by the Board and recommendation to the Members:

Accordingly, based on the recommendation of the NRC and pursuant to Section 161(1) of the Act read with Article 94 of the Articles of Association of the Company, the Board appointed Mr. Sonny Iqbal (DIN: 02962053) as an Additional Non-Executive Independent Director of the Company with effect from 8 August 2026 and further recommended his appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 8 August 2026 up to 7 August 2031 (both days inclusive), subject to the approval of Members of the Company.

Approval of the Members:

Pursuant to Section 161 of the Act read with Article 94 of the Articles of Association of the Company, an Additional Director holds office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. The Company has also received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Iqbal for the office of Director of the Company.

Further, pursuant to Section 149 read with Schedule IV and Section 152 of the Act, the appointment of an Independent Director requires the approval of the Members in the General Meeting, and Regulation 25(2A) of the SEBI Listing Regulations, 2015 requires such approval to be obtained by way of a Special Resolution. In addition, Regulation 17(1C) of the SEBI Listing Regulations, 2015 requires a listed entity to obtain the approval of its Shareholders for the appointment of a Director at the next General Meeting or within three months from the date of appointment, whichever is earlier.

Accordingly, based on the recommendation of the NRC and the Board, approval of the Members is being sought by way of a Special Resolution through Postal Ballot, for the appointment of Mr. Sonny Iqbal (DIN: 02962053) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 8 August 2026 up to 7 August 2031 (both days inclusive).

The Terms and Conditions of Appointment (including remuneration):

Mr. Iqbal shall hold office as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 8 August 2026 up to 7 August 2031 (both days inclusive) and shall not be liable to retire by rotation.

Mr. Iqbal, as a Non-Executive Independent Director, shall be entitled to the following, subject to the applicable provisions of the Act, the Rules, Schedule V to the Act, the SEBI Listing Regulations, 2015 and Article 97 & 98 of the Articles of Association of the Company:

- **Sitting Fees:** sitting fees for attending Meetings of the Board and/or any Committee thereof at such rate as may be determined by the NRC and the Board from time to time, not exceeding the limits prescribed under the Act and the Rules made thereunder.
- **Commission:** a commission on net profits of the Company, as may be recommended by the NRC and approved by the Board, payable at the end of the financial year, within the overall limit approved by the Members and the applicable provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, 2015.
- **Reimbursement of Expenses:** reimbursement of expenses incurred in connection with attending Meetings of the Board and/or Committees thereof.

The Members of the Company, vide Special Resolution passed at the 95th Annual General Meeting held on 12 August 2014, had approved payment of remuneration to the Non-Executive Directors of the Company, in addition to the sitting fees for attending Meetings of the Board of Directors or Committees thereof, not exceeding in aggregate one per cent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act, or any statutory modification(s) or re-enactment(s) thereof.

The other terms and conditions of his appointment as an Independent Director of the Company are set out in the Letter of Appointment to be issued by the company upon approval of his appointment as a Non-Executive Independent Director of the Company.

Documents for Inspection:

The copy of Letter of appointment to be issued by the Company to Mr. Sonny Iqbal as an Independent Director of the Company, setting out the terms and conditions (including remuneration) of his appointment, in accordance with Schedule IV to the Act read with Section 149 and other applicable provisions of the Act and all the other documents referred to in this Notice will be available for inspection by the Members electronically and at the Company's Registered Office and Executive Office, on all the working days (between 9:30 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. The draft Letter of Appointment of Independent Directors may also be accessed on the Company's website at <https://www.britannia.co.in/investors/corporate-governance/others>.

Any Member desirous of inspecting the documents, may write to the Company at investorrelations@britindia.com from their registered Email Id, mentioning their Name, Folio No./DP Id & Client Id and the documents which they intend to inspect.

Recommendation and other disclosures:

The NRC and the Board, recommend the Special Resolution set out in this Notice, for the appointment of Mr. Sonny Iqbal (DIN: 02962053) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 8 August 2026 up to 7 August 2031 (both days inclusive), for approval of Members of the Company.

Mr. Iqbal, being the appointee, is interested in the proposed Resolution. His relatives are also deemed to be interested in the proposed 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, or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Brief profile of Mr. Iqbal and the other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and SS-2 are annexed to this Notice.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

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

Brief Profile of Mr. Sonny Iqbal (DIN: 02962053):

Mr. Sonny Iqbal, aged 66 years, holds a BA (Hons) from St. Stephen's College, University of Delhi, an MBA in Marketing from the University of Surrey, UK and a Postgraduate Diploma from the Oberoi Centre of Learning and Development.

Mr. Iqbal is a global expert in Leadership Development, Organization Consulting, and Family Enterprise Advisory, counselling businesses both in India and internationally.

He spent 27 years at Egon Zehnder, where he helped establish the firm's offices in New Delhi, Bengaluru, and Mumbai. He continues his association with the firm as a Senior Advisor.

At Egon Zehnder, Mr. Iqbal co-founded and co-led the firm's global Family Business Advisory Practice, guiding multigenerational enterprises through succession, founder transition, governance structures, and professionalization. His work with the practice has been published in several papers, including six articles in the Harvard Business Review. He also served as Chair of the firm's Partner Candidate Evaluation Group and as a member of its Nomination Committee.

He is also a Senior Advisor at ChrysCapital, one of India's largest private equity firms and also serves on various Boards.

Prior to Egon Zehnder, Mr. Iqbal held key positions with the Oberoi Group across India, the United Kingdom, and the Middle East, and managed the financial and travel services business of American Express in India.

Other details with respect to his appointment are given below:

Sl.	Particulars	Details
1.	Date of first Appointment on the Board	8 August 2026
2.	Terms and conditions	The terms and conditions (including remuneration) of Mr. Sonny Iqbal as a Non-Executive Independent Director of the Company are given in the explanatory statement forming part of the Notice. The other terms and conditions of his appointment as an Independent Director of the Company are set out in the Letter of Appointment to be issued by the Company upon approval of his appointment as a Non-Executive Independent Director of the Company.
3.	Details of remuneration sought to be paid	
4.	Details of remuneration last drawn (in ₹)	Not Applicable
5.	Nature of expertise in specific functional area	The details are given in the explanatory statement and in his brief profile, forming part of the Notice.
6.	Shareholding in the Company including as a Beneficial Owner as on the date of this Notice	1,224 Equity Shares
7.	Number of Board Meetings attended during the financial year (up to the date of this Notice)	Nil (appointed with effect from 8 August 2026)
8.	Relationship with other Directors, Manager & Key Managerial Personnel ('KMPs')	Mr. Sonny Iqbal is not related to any Director or KMPs of the Company.
9.	Directorships held in other Companies	- Metro Brands Limited (Listed Entity) - Pratham Education Foundation (Company registered under Section 8 of the Act)

Sl.	Particulars	Details
10.	Committee Chairpersonship/ Membership held in other Companies	Metro Brands Limited: - Nomination, Remuneration and Compensation Committee - Member - Corporate Social Responsibility and Sustainability Committee - Member
11.	Resignation from Listed Companies in the past three years	None

By Order of the Board of Directors of
Britannia Industries Limited

Sd/-
Sona Rajora
Company Secretary and Compliance Officer
ICSI Membership No: A35468

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

Place : Mumbai
Date : 6 August 2026