

Date: 1<sup>st</sup> July, 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-POD2/1/3762/2026 dated January 30, 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 30<sup>th</sup> June, 2026 ('Notice') seeking approval of the Members by way of an Ordinary Resolution for Re-appointment of Mr. N. Venkataraman (DIN: 05220857) as the Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company, liable to retire by rotation, for a term of 4 (four) years with effect from 30<sup>th</sup> July, 2026 upto 29<sup>th</sup> July, 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<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 and 03/2025 dated 22<sup>nd</sup> 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 Ordinary 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:

<b>Commencement of remote E-voting period</b>	Wednesday, 1 <sup>st</sup> July, 2026 at 9:00 A.M. IST
<b>Conclusion of remote E-voting period</b>	Thursday, 30 <sup>th</sup> July, 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/Depository Participants as on the Cut-off date i.e., Friday, 26<sup>th</sup> June, 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](http://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 Monday, 3<sup>rd</sup> August, 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**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No.: A35468**  
**Encl.: As above**



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

### **NOTICE OF POSTAL BALLOT**

Dear Member(s),

Notice is hereby given pursuant to Sections 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 Ordinary 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:**

**Re-appointment of Mr. N. Venkataraman (DIN: 05220857) as the Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company**

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

**"RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be required, approval of the Members be and is hereby accorded for the re-appointment of Mr. N. Venkataraman (DIN: 05220857) as the Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company, for a term of 4 (four) years with effect from 30 July 2026 upto 29 July 2030 (both days inclusive), liable to retire by rotation, on the terms and conditions (including remuneration) as recommended by the Nomination and Remuneration Committee and approved by the Board and as set out in the explanatory statement annexed to the Notice and the Service Agreement to be entered into by the Company with Mr. N. Venkataraman, Executive Director and Chief Financial Officer of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee or authorized person(s) which the Board has constituted or appointed or may hereafter constitute or appoint, to exercise its powers, including the powers conferred by this Resolution) be and are hereby authorized to vary/modify/amend any of the terms and conditions of his re-appointment (including remuneration) provided such variation/modification/amendment is in conformity with the applicable provisions of the Act and the SEBI Listing Regulations, 2015 as amended from time to time and to settle any question, difficulty or doubt that may arise in connection therewith and to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

**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 authorized 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 the 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

**Date :** 30 June 2026  
**Place:** Bengaluru

**NOTES FOR MEMBERS' ATTENTION:**

**EXPLANATORY STATEMENT**

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 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.

**DISPATCH OF POSTAL BALLOT NOTICE**

2. In compliance with the Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Notice of Postal Ballot ('Notice') is being sent 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, 26 June 2026 ('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 [www.britannia.co.in/investors/shareholders-information/general-meetings](http://www.britannia.co.in/investors/shareholders-information/general-meetings), websites of the Stock Exchanges i.e., BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), respectively and on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://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 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 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 (both front and back) with KFin Technologies Limited, Registrar to an Issue and Share Transfer Agent ('RTA') at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members may download Form ISR-1 from the Company's website at <https://www.britannia.co.in/investors/shareholders-information/shareholder-forms>.
  - **Members holding shares in Dematerialised ('Demat') mode:**  
Members holding shares in Demat mode are requested to register/update their Email Id 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](mailto:einward.ris@kfintech.com) / [investorrelations@britindia.com](mailto:investorrelations@britindia.com) respectively.

**DETAILS OF THE DIRECTOR SEEKING RE-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 re-appointment of the Director form part of this Notice.

**INSPECTION OF DOCUMENTS**

6. The Service Agreement to be entered into by the Company with Mr. N. Venkataraman setting out the terms and conditions relating to his re-appointment as the Whole-Time Director designated as Executive Director and Chief Financial Officer is available for inspection by the Members electronically and at the Registered Office of the Company on all business 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](mailto: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 Sections 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, 26 June 2026, 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 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, 26 June 2026.

10. The remote E-voting period commences on Wednesday, 1 July 2026 at 9:00 A.M. IST and ends on Thursday, 30 July 2026 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, they 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 specified for remote E-voting i.e., Thursday, 30 July 2026 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><b>A. OTP Based Login Process:</b></p> <p>Members who wish to log in using OTP are requested to follow the steps mentioned below:</p> <ol style="list-style-type: none"> <li>1. Visit the NSDL E-voting Portal by clicking on the link <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>.</li> <li>2. Enter your DP Id/Client Id, PAN and fill in the Verification Code displayed on the screen.</li> <li>3. Click on Generate OTP. You will receive the OTP on your registered Email Id and/or Mobile Number.</li> <li>4. Enter the received OTP and click on 'Login'.</li> <li>5. Upon successful login, you will be redirected to the NSDL website where you can view the E-voting page.</li> <li>6. Click on the Company Name or the E-voting Service Provider (NSDL).</li> <li>7. You will then be redirected to the NSDL E-voting website to cast your vote during the remote E-voting period.</li> </ol> <p><b>B. NSDL IDeAS facility</b></p> <p><b>Members who are registered on NSDL IDeAS facility:</b></p> <p>Existing <b>IDeAS</b> users can visit the E-services website of NSDL viz., <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile by following these steps:</p> <ol style="list-style-type: none"> <li>1. On the E-services home page click on the 'Beneficial Owner' icon under 'Login' under the 'IDeAS' section. Enter your user Id and Password.</li> <li>2. After successful authentication, you will be able to see 'E-voting services' under Value added services.</li> <li>3. Click on 'Access to E-voting' to reach the E-voting page.</li> <li>4. Select the company name or E-voting service provider i.e., NSDL which will redirect you for casting your vote during the remote E-voting period.</li> </ol> <p><b>Members who are not registered on NSDL IDeAS facility:</b></p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

Type of shareholders	Login Method
	<p><b>C. E-voting website of NSDL</b></p> <p>Members can access the NSDL E-voting website by following these steps:</p> <ol style="list-style-type: none"> <li>1. Open a web browser and go to <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. On the E-voting system homepage, click on the ‘Login’ icon under the ‘Shareholder/Member’ section.</li> <li>3. Enter your user Id (your 16 digit demat account number with NSDL), Password/OTP, and the Verification Code displayed on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL Depository site where you can access the E-voting page.</li> <li>5. Select the company name or E-voting service provider i.e., NSDL which will redirect you for casting your vote during the remote E-voting period.</li> </ol> <p><b>D. ‘NSDL Speede’ Mobile App for E-voting</b></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>
<p>Individual Shareholders holding shares in demat mode with CDSL</p>	<p><b>A. CDSL Easi/Easiest facility</b></p> <p><b>Members who are registered on CDSL Easi/Easiest</b></p> <p>If you are already registered/opted for CDSL Easi/Easiest facility, the same can be accessed either on Laptop or Mobile by following these steps:</p> <ol style="list-style-type: none"> <li>1. Go to CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the ‘login’ icon, then select the ‘New System Myeasi’ tab. Log in by entering your existing My easi Username &amp; Password.</li> <li>2. Once logged in, you will find the E-voting option available for eligible companies where E-voting is currently in progress. Click on the E-voting option to access the E-voting page of the service provider for casting your vote during the remote E-voting period.</li> <li>3. Additionally, there are links provided to directly access the systems of all E-voting Service Providers, so that you can visit the E-voting service providers’ website directly.</li> </ol> <p><b>Members who are not registered on CDSL Easi/Easiest</b></p> <p>If the user is not registered for Easi/Easiest, here are the steps to register and access E-voting:</p> <ol style="list-style-type: none"> <li>1. Go to CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on ‘login’ icon and ‘New System Myeasi Tab’ and then click on registration option.</li> <li>2. Alternatively, you can directly access E-voting page by entering your Demat Account Number and PAN from the E-voting link available on the home page of <a href="http://www.cdslindia.com">www.cdslindia.com</a>. <ul style="list-style-type: none"> <li>• The system will authenticate by sending an OTP on your Mobile &amp; Email Id registered in your Demat Account.</li> <li>• After successful authentication, you will be able to view the E-voting option where the E-voting is in progress and also directly access the system of all E-voting Service Providers.</li> </ul> </li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode logging in through their DPs	<p>You can also access the E-voting facility using your demat account login credentials through your DPs registered with NSDL/CDSL by following these steps:</p> <ol style="list-style-type: none"> <li>1. After logging in, you will find the E-voting option. Click on '<b>E-voting</b>', and upon successful authentication, you will be directed to the NSDL/CDSL Depository site where you can access the E-voting feature.</li> <li>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.</li> </ol>

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:**

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

**B) Login Method for shareholders other than Individual shareholders holding 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*****
a) 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.nsd.com](http://www.evoting.nsd.com).
- b) **'Physical User Reset Password?'** (for physical shareholders) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your Demat Account Number/Folio Number, your PAN, your Name and your Registered Address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL.
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](mailto:evoting@nsdl.com) for procuring user Id and Password for E-voting by providing the following details/documents:

1. For Members holding shares in Physical Form:
  - Folio Number
  - Name of the Shareholder
  - Scanned copy of the share certificate (front and back)
  - Self-attested scanned copy of PAN card
  - Self-attested scanned copy of Aadhaar Card

## Britannia Industries Limited

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](mailto: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 [team@angc.co.in](mailto:team@angc.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional/ Corporate Shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc., by clicking on '**Upload Board Resolution/ Authority Letter**' displayed under '**E-voting**' tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### DECLARATION OF VOTING RESULTS

16. The Company has appointed Ms. Anshu Agarwal (FCS No. 9921, CP No. 27897), from ANG & Co. LLP, Practising Company Secretaries, having their office at 4033, 2<sup>nd</sup> 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 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 Monday, 3 August 2026, 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](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com) and shall also be uploaded on the website of the Company at [www.britannia.co.in](http://www.britannia.co.in) & website of NSDL at [www.evoting.nsdl.com](http://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 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')**

**Re-appointment of Mr. N. Venkataraman (DIN: 05220857) as the Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company:**

Mr. N. Venkataraman was appointed as the Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company by the Board of Directors at their Meeting held on 30 July 2021 and subsequently by the Members of the Company at their 102<sup>nd</sup> Annual General Meeting held on 6 September 2021, for a period of 5 (five) years with effect from 30 July 2021 upto 29 July 2026.

Mr. N. Venkataraman brings around 4 decades of rich experience and continues to provide strategic leadership across the Company's finance function, contributing to the long-term value creation and sustainable growth of the Company. In view of his rich experience, past performance and contribution to the Company, the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee ('NRC') at their Meeting held on 31 March 2026, approved the re-appointment of Mr. N. Venkataraman as the Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company, for a term of 4 (four) years with effect from 30 July 2026 upto 29 July 2030 (both days inclusive), liable to retire by rotation, on the terms and conditions (including remuneration) as recommended by the NRC and approved by the Board, subject to the approval of the Members of the Company.

Accordingly, it is proposed to obtain approval of the Members for the re-appointment of Mr. N. Venkataraman as the Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company, on the terms and conditions (including remuneration) as contained in the Service Agreement to be entered into by the Company with Mr. N. Venkataraman (hereinafter referred to as the 'Agreement') a summary of which, as required under the provisions of the Act read with the rules made thereunder, is given below:

**Terms and Conditions:**

1. **Tenure:** For a term of 4 (four) years with effect from 30 July 2026 upto 29 July 2030 (both days inclusive), liable to retire by rotation.
2. **General Powers and Responsibilities:**
  - Mr. Venkataraman shall carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in their absolute discretion determine and entrust to him.
  - Subject to the superintendence, direction and control of the Board, Mr. Venkataraman shall have the authority (i) to enter into contracts on behalf of the Company in the ordinary course of business and (ii) to do and perform all other acts, deeds, matters and things which in the ordinary course of such business be considered necessary or proper in the best interests of the Company.
  - Mr. Venkataraman shall throughout his term, devote his whole time, attention and abilities to the business of the Company and shall faithfully serve the Company and exert his best endeavours to promote the Company's interests and welfare and attend his place of employment at all proper times.
3. **Remuneration and Perquisites:**
  - Basic Salary of ₹ 62,30,357/- (Rupees Sixty Two Lakhs Thirty Thousand Three Hundred and Fifty Seven only) per annum with such increments each year, as may be decided by the Board (which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by the Members' Resolution), based on his merit and taking into account the Company's performance for the year.
  - Other perquisites, benefits and allowances as may be determined by the Board from time to time. Details of remuneration payable for the financial year 2026-27 are given in Annexure-A of the Agreement.
  - Performance Linked Incentive [including Phantom Options under Britannia Industries Limited Phantom Option Scheme, 2021 ('BIL POS 2021')] based on performance criteria laid down by the Board and as approved by the Board from time to time.
  - Contribution to Provident Fund and Gratuity Fund shall be as per the rules of the Company.
  - Leave entitlement in accordance with the rules of the Company.
  - The value of the perquisites would be evaluated as per the Income Tax Rules, 2026 wherever applicable and at cost in absence of such Rules.

## **Britannia Industries Limited**

- The aggregate of the remuneration payable to Mr. Venkataraman shall be within the maximum limits prescribed under the provisions of Section 197, Schedule V and all other applicable provisions of the Act, read with the rules made thereunder and the SEBI Listing Regulations, 2015 (including any statutory modification or re-enactment thereof) and shall be subject to the approval of any statutory authorities, if applicable.
- In the event, during the tenure of Mr. Venkataraman, if the Company has no profits or the profits are inadequate, the Company shall pay Mr. Venkataraman remuneration by way of salary, perquisites and allowances as specified above subject to compliance of Schedule V and all other applicable provisions of the Act and the SEBI Listing Regulations, 2015, if and to the extent necessary, with the approval of shareholders or any statutory authorities, as may be applicable.
- Mr. Venkataraman shall not be paid any sitting fees for attending the meetings of the Board or any Committees of the Company, its Subsidiaries, Associate Companies and Trusts.

### **4. Termination:**

- Either party can terminate this Agreement by giving to the other advance written notice of 6 (six) calendar months with reasons of such termination. Notwithstanding anything contained herein, the Company shall, at its sole and absolute discretion, be entitled to waive, either in whole or in part, the requirement of Mr. Venkataraman to serve the notice period, without assigning any reason. In such an event, Mr. Venkataraman shall be entitled to the salary till the date of relieving indicated by the Company in his resignation acceptance letter.
- Mr. Venkataraman's employment may be terminated by the Company without notice and salary:
  - If he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any Subsidiary or Associate Company; or
  - In the event of any serious or repeated or continuing breach or non-observance by him of any of the stipulations contained in the Agreement; or
  - In the event the Board expresses its loss of confidence in him for any reason whatsoever.
- The Agreement shall stand automatically terminated in the following circumstances:
  - If he incurs any disqualifications stated under Section 164 of the Act;
  - If he does any act or omission mentioned under Section 167 of the Act which will lead to vacation of the office of a Director;
  - If he is not in a position to discharge his official duties due to any physical or mental incapacity.

### **5. Resignation from Directorship:**

- Upon cessation of his employment, either on completion of term or resignation or termination or otherwise:
  - Mr. Venkataraman hereby agrees that the termination of his employment will be treated as resignation and he agrees to immediately tender his resignation from the office as a Director of the Company and from Board/ Committees/ such other offices held by him in the Company, any Subsidiaries, Associate Companies and Trusts without claim for compensation for loss of office;
  - He shall not, without the consent of the Company, at any time thereafter, represent himself as connected with the Company or any of the Subsidiaries, Associate Companies and Trusts.

### **6. Other Terms and Conditions:**

- Mr. Venkataraman shall make himself well conversant with the rules/policies of the Company which are applicable to the Senior Executives/Directors of the Company;
- He shall adhere to the Wadia Code of Conduct;
- He shall not, as long as he functions as the Executive Director and Chief Financial Officer of the Company, become interested or otherwise concerned directly or indirectly in any contract or arrangement with the Company without complying with Section 188 and other applicable provisions of the Act and the SEBI Listing Regulations, 2015;
- The terms and conditions of the re-appointment of Mr. Venkataraman also include clauses pertaining to Confidentiality & Non-Disclosure, Intellectual Property, Indemnity and Non-Competition.

7. The Board will have the authority to vary/modify/amend any of the aforesaid terms and conditions provided such variation/modification/amendment is in conformity with the applicable provisions of the Act and the SEBI Listing Regulations, 2015 as amended from time to time.

Mr. N. Venkataraman is eligible to be re-appointed as the Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company in accordance with the provisions of the Act and the SEBI Listing Regulations, 2015.

The Service Agreement to be entered into by the Company with Mr. N. Venkataraman setting out the terms and conditions relating to his re-appointment as the Whole-Time Director designated as Executive Director and Chief Financial Officer is available for inspection by the Members electronically and at the Registered Office of the Company on all business 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](mailto:investorrelations@britindia.com) mentioning their Name, Folio no./DP Id & Client Id and documents which they intend to inspect.

Save and except Mr. N. Venkataraman and his relatives, to the extent of their shareholding, if any, in the Company, 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.

Brief profile of Mr. N. Venkataraman including nature of his expertise and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and SS-2 issued by ICSI are annexed to the Notice.

The NRC and the Board are of the opinion that the re-appointment of Mr. N. Venkataraman at the terms and conditions mentioned above, would be in the best interest of the Company and recommends this Resolution for approval of the Members as an Ordinary Resolution.

**DETAILS OF THE DIRECTOR SEEKING RE-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. N. Venkataraman (DIN: 05220857):**

Mr. N. Venkataraman, aged 61 years is a Commerce Graduate and a Qualified Cost Accountant. He is the Executive Director and Chief Financial Officer of Company. He has around 4 decades of rich experience and has been associated with the Company since April 2007. He heads Finance, Business Commercial, Legal and Secretarial functions and also leads the cost efficiency initiatives of the Company.

Prior to joining the Company, he was heading the Finance function of two wheeler and commercial vehicle businesses of Eicher Motors Limited.

Other details with respect to his re-appointment are given below:

<b>Date of first Appointment on the Board</b>	30 July 2021
<b>Terms and conditions</b>	Re-appointment of Mr. N. Venkataraman as the Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company, for a term of 4 (four) years with effect from 30 July 2026 to 29 July 2030 (both days inclusive), liable to retire by rotation.
<b>Details of remuneration sought to be paid</b>	The terms and conditions of his re-appointment including remuneration are mentioned in the Service Agreement to be entered into by the Company with Mr. N. Venkataraman and are set out in the explanatory statement annexed to the Notice. Copy of the Service Agreement is available for inspection by the Members of the Company.
<b>Details of remuneration last drawn (in ₹)</b>	4.29 Crores*
<b>Nature of expertise in specific functional area</b>	Leadership of Large Organizations; Visioning and Strategic Planning; Financial Management and Accounting; Supply Chain Management; Knowledge and Expertise of Trade and Economic Policies; and Governance and Regulatory Requirements of Large Companies.
<b>Shareholding in the Company including as a Beneficial Owner as on the date of this Notice</b>	Nil
<b>Number of Board Meetings attended during the financial year (upto the date of this Notice)</b>	1
<b>Relationship with other Directors, Manager &amp; Key Managerial Personnel ('KMPs')</b>	Mr. N. Venkataraman is not related to any Director and KMPs of the Company.
<b>Directorships held in other Companies</b>	<ul style="list-style-type: none"> <li>• The Bombay Dyeing and Manufacturing Company Limited</li> <li>• International Bakery Products Limited</li> <li>• Ganges Vally Foods Private Limited</li> <li>• J B Mangharam Foods Private Limited</li> <li>• Sunrise Biscuit Company Private Limited</li> <li>• Britannia Bel Foods Private Limited</li> <li>• Manna Foods Private Limited</li> <li>• Flora Investments Company Private Limited</li> <li>• Boribunder Finance and Investments Private Limited</li> <li>• Gilt Edge Finance and Investments Private Limited</li> <li>• Britannia Bangladesh Private Limited</li> <li>• Britannia and Associates (Mauritius) Private Limited</li> </ul>

<b>Committee Chairpersonship/ Membership held in other Companies</b>	<b>The Bombay Dyeing and Manufacturing Company Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Risk Management Committee - Member</li> <li>• Strategic Committee - Member</li> </ul>
<b>Resignation from Listed Companies in the past three years</b>	None

\*Excludes payment of ₹ 1.99 Crores on account of Phantom Options exercised under BIL POS 2021 and perquisites and certain employee benefits which are based on actuarial valuation done at an overall Company level.

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

**Date :** 30 June 2026

**Place:** Bengaluru