NOTICE OF 101ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 101st Annual General Meeting (AGM) of the Members of Britannia Industries Limited will be held on Tuesday, 7 July 2020 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 5/1A, Hungerford Street, Kolkata - 700 017.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a. the Audited Standalone Financial Statement of the Company for the Financial Year ended 31 March 2020, together with the Reports of the Board of Directors and the Auditors thereon;
2. To confirm the interim dividend paid for FY 2019-20.
3. To appoint a Director in place of Mr. Nusli N Wadia (DIN: 00015731), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration:

   Pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, the Statutory Auditors are required to retire mandatorily on completion of tenure of 10 years.

   M/s B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248/W/W-100022) were appointed as Statutory Auditors at the 91st Annual General Meeting (AGM) held on 9 August 2010 and thereafter at every AGM till 12 August 2014 in accordance with Section 224 of the erstwhile Companies Act, 1956.

   Consequent to enactment of Companies Act, 2013, M/s B S R & Co. LLP, were appointed as the Statutory Auditors of the Company at the 95th AGM held on 12 August 2014 for a period of 5 consecutive years, subject to ratification by Members at every AGM in accordance with Section 139 of the Companies Act, 2013 read with the rules made thereunder.

   Further, M/s B S R & Co. LLP were re-appointed as Statutory Auditors at the 100th AGM held on 9 August 2019, to hold office up to the ensuing AGM.

   Since M/s B S R & Co. LLP, would be completing their term of 10 years as the Statutory Auditors of the Company, they are required to mandatorily retire at the ensuing AGM as per Section 139 of the Companies Act, 2013.

   Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 7 February 2020 recommended the appointment of M/s Walker Chandiok & Co, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company, for a period of five (5) consecutive years from the conclusion of the 101st AGM till the conclusion of 106th AGM of the Company to be held in the year 2025, subject to the approval of shareholders of the Company.

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

   “RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Walker Chandiok & Co, Chartered Accountants (Firm Registration No. 001076N/N500013), be and are hereby appointed as the Statutory Auditors of the Company for a period of five (5) consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 106th Annual General Meeting at such remuneration inclusive of applicable taxes and out of pocket expenses to be decided by the Board of Directors of the Company”.

By Order of the Board of Directors
For Britannia Industries Limited

T. V. Thulsidass
Company Secretary
Membership No.: A20927

Date : 2 June 2020
Place : Bengaluru
Notes:

1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/MD1/CIR/P/2020/79 dated 12 May 2020 have permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 101st AGM of the Company shall be conducted through VC / OAVM. National Securities Depositories Limited ("NSDL") will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

2. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at investorrelations@britindia.com or to KFin Technologies Private Limited, Registrar and Share Transfer Agent at einward.ris@kfintech.com with a copy marked to evoting@nsdl.co.in.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 1 July 2020 to Tuesday, 7 July 2020 (both days inclusive) for the purpose of AGM.

5. The details required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI Listing Regulations, 2015) and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM forms part of the Notice.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDS

6. In compliance with MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/MD1/CIR/P/2020/79 dated 12 May 2020 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-20 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

7. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited at einward.ris@kfintech.com. Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.

The Notice of AGM along with Annual Report for FY 2019-20, is available on the website of the Company at www.britannia.co.in, on the website of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

9. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

10. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

11. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note...
that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.

12. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

13. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at amity@nsdl.co.in/+91 9920264780 or Ms. Pallavi Mhatre, Manager, at pallavid@nsdl.co.in/+91-75066 82281.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

14. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at investorrelations@britindia.com to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before Tuesday, 30 June 2020 on the aforementioned e-mail id shall only be considered and responded to during the AGM.

15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at investorrelations@britindia.com on or before Tuesday, 30 June 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

16. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

17. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force); Regulation 44 of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.

18. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Tuesday, 30 June 2020 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

19. The remote e-voting period commences on Saturday, 4 July 2020 (9:00 A.M. IST) and ends on Monday, 6 July 2020 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, 30 June 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

20. The procedure and instructions for remote e-voting are given below:

   Step 1: Log-in to NSDL e-voting system at URL: https://www.evoting.nsdl.com/

   Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 to log in to NSDL e-voting system are mentioned below:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders” section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., cast your vote electronically.

4. Your User ID details are given below:

<table>
<thead>
<tr>
<th>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</th>
<th>Your User ID is:</th>
</tr>
</thead>
<tbody>
<tr>
<td>A) For Members who hold shares in demat account with NSDL.</td>
<td>8 Character DP Id followed by 8 Digit Client Id</td>
</tr>
<tr>
<td>For example, if your DP Id is IN300*** and Client Id is 12****** then your user ID is IN300<em><strong>12</strong></em>***</td>
<td></td>
</tr>
<tr>
<td>B) For Members who hold shares in demat account with CDSL.</td>
<td>16 Digit Beneficiary ID</td>
</tr>
<tr>
<td>For example, if your Beneficiary ID is 12******** then your user ID is 12*********</td>
<td></td>
</tr>
<tr>
<td>C) For Members holding shares in Physical Form.</td>
<td>EVEN Number followed by Folio No. registered with the company</td>
</tr>
<tr>
<td>For example, if EVEN is 123456 and Folio No. is 001*** then user ID is 123456001***</td>
<td></td>
</tr>
</tbody>
</table>

5. Your password details are given below:

a) If you are already registered for e-voting, then you can use your 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 by NSDL. 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 E-Mail ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your E-Mail ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. 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 No. for shares held in physical form. The .pdf file contains your ‘User Id’ and your ‘initial password’.

ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned above in this notice.

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?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) “Physical User Reset Password?” (If you are holding shares in physical mode) 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.co.in mentioning your demat account number / Folio No., your PAN, your name and your registered address.

d) Members can also use the one-time password (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 on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-voting will open.

Details on Step 2 to cast vote electronically on NSDL e-Voting System are mentioned below:

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of the Company, which is XXXXXX.

4. Now you are ready for e-voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Procedure for E-Voting on the day of the AGM:

1. Only those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions by remote e-voting prior to the AGM shall be entitled to cast their vote through the e-voting system at the AGM.

2. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.

GENERAL INFORMATION FOR SHAREHOLDERS

21. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on https://www.evoting.nsdl.com/ to reset the password.

22. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of https://www.evoting.nsdl.com/ or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievances connected with facility for remote e-voting or e-voting at the AGM, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Email: evoting@nsdl.co.in/pallavid@nsdl.co.in
Tel: +91 22 2499 4545/ 1800-222-990/ +91 75066 82281

23. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., 30 June 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

24. 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 Mr. Jigyasa Ved (FCS No.: 6488 CP No.: 6018), Practising Company Secretaries, Address: 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl Estate, Off Link Road, Andheri (West), Mumbai- 400 053 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

26. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website: www.britannia.co.in and on NSDL’s website: https://www.evoting.nsdl.com/ immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

27. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, basis the request being sent on investorrelations@britindia.com.

28. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection upon login at NSDL e-voting system at https://www.evoting.nsdl.com/.
INVESTOR EDUCATION AND PROTECTION FUND (IEPF) RELATED INFORMATION:

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

Members who have so far not yet claimed their dividend for the previous years are advised to submit their claim to the Company’s Registrar and Transfer Agent at their address given herein below, quoting their Folio No./ DP Id and Client Id:

Kfin Technologies Private Limited
(Formerly known as Karvy Fintech Private Limited)
Unit: Britannia Industries Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad – 500 032
Tel. No.: +91 40 6716 2222;
Fax No.: +91 40 2342 0814
Email: einward_ris@kfintech.com
Website: www.kfintech.com

During FY 2019-20, the Company has transferred unpaid and unclaimed dividend of ₹70,30,155 to IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013 read with IEPF Rules.

Details of the Members whose dividend has remained unclaimed / unpaid as on the date of the 100th AGM held on 9 August 2019, has been uploaded on the website of the IEPF viz., www.iepf.gov.in and also under ‘Investor Centre’ section on the website of the Company www.britannia.co.in. The details of unpaid and unclaimed amounts lying with the Company as on 31 March 2020 will be available on the website of the Company www.britannia.co.in.

30. Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including circulars, notifications and amendments thereof) all the shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund (IEPF).

The shareholders who have not claimed / encashed the dividend in the last 7 consecutive years from FY 2012-13 are requested to claim the same to avoid transfer of shares to IEPF.

In accordance with the aforesaid provisions, the Company has transferred 1,89,626 equity shares held by 89 shareholders as on 31 March 2012 whose dividends were remaining unpaid/unclaimed for 7 consecutive years i.e., from FY 2011-12 to IEPF.

Shareholders may note that both the unclaimed dividend/ debenture interest amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF Authority by making an online application in Form IEPF-5 (available on www.iepf.gov.in) along with the fee prescribed to the IEPF authority with a copy to the Company.

OTHER INFORMATION:

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

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

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

34. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent or the Company.

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

36. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company’s Registrar and Transfer Agent, Kfin Technologies Private Limited, at the address mentioned below:

Kfin Technologies Private Limited
(Formerly known as Karvy Fintech Private Limited)
Unit: Britannia Industries Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad – 500 032
Tel. No.: +91 40 6716 2222;
Fax No.: +91 40 2342 0814
E-mail Id: einward.ris@kfintech.com
Website: www.kfintech.com

37. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is maintaining an E-mail Id: investorrelations@britindia.com exclusively for quick redressal of members/investors grievances.

38. Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 1 April 2019. Members are requested to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates. Any shareholder who is desirous of dematerializing their securities may write to T. V. Thulsidass, Company Secretary at thulsidasstv@britindia.com or investorrelations@britindia.com or to the Registrar and Share Transfer Agent.
Mr. Nusli N Wadia (DIN: 00015731)

Mr. Nusli N Wadia was appointed as Director on the Company's Board on 5 September 1993 and has been the Chairman of the Company since 8 September 1993. Mr. Wadia is a well-known Indian Industrialist. He is the Chairman of Wadia Group Companies and also Director on the Board of several Indian Companies. Mr. Wadia has contributed actively in the deliberations of various organisations such as the Cotton Textiles Export Promotion Council (TEXPROCIL), Mill Owners' Association (MOA), Associated Chambers of Commerce & Industry, etc. He is the former Chairman of TEXPROCIL and also of MOA. Mr. Wadia was appointed on the Prime Minister's Council on Trade & Industry during 1998 to 2004. He was the Convenor of the Special Group Task Force on Food and Agro Industries Management Policy in September, 1998. He was a Member of the Special Subject Group to review regulations and procedures to unshackle Indian Industry and on the Special Subject Group on Disinvestment. He was a member of ICMF from 1984-85 to 1990-91. He is Trustee of the Executive Committee of the Nehru Centre, Mumbai. Mr. Wadia has a distinct presence in public affairs and has been actively associated with leading charitable and educational institutions.

Mr. Wadia is also on the Board and Committees of the Board of several other leading Companies as stated below:

<table>
<thead>
<tr>
<th>Name of the Company</th>
<th>Nature of Interest</th>
<th>Committees of the Board</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Public Limited Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Bombay Dyeing &amp; Mfg. Co. Ltd.</td>
<td>Chairman</td>
<td>Member - Nomination and Remuneration Committee</td>
</tr>
<tr>
<td>The Bombay Burmah Trading Corporation Ltd.</td>
<td>Chairman</td>
<td>Member - Nomination and Remuneration Committee</td>
</tr>
<tr>
<td>Go Airlines (India) Ltd.</td>
<td>Chairman</td>
<td>Member - Nomination and Remuneration Committee</td>
</tr>
<tr>
<td>(b) Private Limited Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Go Investments &amp; Trading Private Limited</td>
<td>Chairman</td>
<td>-</td>
</tr>
<tr>
<td>(c) Foreign Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Leila Lands SDN. Bhd. (Malaysia)</td>
<td>Chairman</td>
<td>-</td>
</tr>
<tr>
<td>Strategic Food International Co. LLC, Dubai</td>
<td>Director</td>
<td>-</td>
</tr>
<tr>
<td>Strategic Brand Holdings Co. Ltd., UAE</td>
<td>Director</td>
<td>-</td>
</tr>
<tr>
<td>Al Sallan Food Industries Co. SAOC, Oman</td>
<td>Director</td>
<td>-</td>
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<td>Britannia and Associates (Dubai) Pvt. Ltd.</td>
<td>Director</td>
<td>-</td>
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<tr>
<td>Al Fayafi General Trading Co. LLC, UAE</td>
<td>Director</td>
<td>-</td>
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Mr. Wadia is the Member of the Nomination & Remuneration Committee and Strategy & Innovation Steering Committee of the Board of the Company.

Mr. Wadia holds 4,500 (0.002%) Equity Shares in the Company.

Except Mr. Nusli N Wadia being an appointee, Mr. Ness N Wadia and Mr. Jeh N Wadia (his sons), none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

During the Financial Year 2019-20, Mr. Wadia has attended all the seven Board Meetings held during the year.

By Order of the Board of Directors
For Britannia Industries Limited

T. V. Thulsidass
Company Secretary
Membership No.: A20927

Date : 2 June 2020
Place : Bengaluru