



BRITANNIA INDUSTRIES LIMITED

(Corporate Identity Number: L15412WB1918PLC002964)
 Registered Office: 5/1A, Hungerford Street, Kolkata - 700 017
 Phone: 033 22872439/2057; Fax: 033 22872501
 Website: www.britannia.co.in E-mail Id: investorrelations@britindia.com

Serial. No. _____

POSTAL BALLOT FORM

1. Name(s) of the Member(s) [including joint-holder(s), if any] and Registered Address _____

2. Registered Folio No./ DP ID*/Client ID* (*applicable only to Members holding Shares in dematerialised form) _____

3. Number of Equity Share(s) held _____

I/We hereby exercise my/our vote(s) in respect of the following Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 23 August, 2018 of Britannia Industries Limited ("the Company"), by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Details of Resolution	No. of Equity Share(s) held	I/We assent to the resolution (Vote in favour)	I/We dissent From the resolution (Vote against)
1.	Sub- division of Equity Shares of the Company			
2.	Amendment of the Capital Clause of the Memorandum of Association of the Company			
3.	Amendment of Article 5 of the Articles of Association of the Company			
4.	Amendment of Britannia Industries Limited Employee Stock Option Scheme ("ESOS")			

Place: _____

Date: _____ Signature of the Member: _____

E-mail address: _____ Tel. No.: _____

To be provided by the Members holding Equity Shares in physical form.

Members holding shares in electronic form who have not registered their email ID with the depository participant (DP) may please update their email IDs/contact number with their DP

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password
110052		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Sunday, September 16, 2018 (9:00 A.M. IST)	Monday, October 15, 2018 (5:00 P.M. IST)

Notes:

- Please read instructions printed below carefully before filling this form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of the Postal Ballot Forms by the Scrutinizer is Monday, October 15, 2018 upto 5:00 P.M. (IST)
- Please return your Postal Ballot Form in the Postage prepaid self-addressed Business Reply Envelope (BRE) enclosed herewith.

INSTRUCTIONS:

- Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Member(s) on the cut-off date i.e. 7th September, 2018.
- A Member desirous of exercising vote by physical Postal Ballot Form should complete the Postal Ballot Form in all respects and send it after signature to The Scrutinizer at C/o Karvy Computershare Private Limited, Unit of Britannia Industries Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad - 500 032, in the attached postage prepaid self-addressed Business Reply Envelope (BRE) which shall be properly sealed with adhesive or adhesive tape. Postage charges will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
- Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
- **The Members can opt for only one mode of voting, i.e., either by physical ballot form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.**
- This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar and Transfer Agent (RTA)/Depository Participant). In case of joint-holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
- In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly certified/attested.
- Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
- The votes of a Member will be considered invalid on any of the following grounds:
 - a) If a form other than the Postal Ballot form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) The envelope containing the postal ballot form is received after the last date as specified above;
 - i) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - j) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
- Duly completed Postal Ballot Form should reach The Scrutinizer at C/o Karvy Computershare Private Limited, Unit of Britannia Industries Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad - 500 032 not later than 5.00 P.M. (IST) on October 15, 2018. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- In case a Member is desirous of obtaining a duplicate copy of a Postal Ballot Form or desirous any guidance pertaining to Postal Ballot Forms can write to the Company's Registrar & Transfer Agent at Karvy Computershare Private Limited, Unit of Britannia Industries Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad - 500 032 or may write to Karvy on the email id: einward.ris@karvy.com or he/she may send an e-mail to investorrelations@britindia.com. The RTA/Company shall forward the same along with postage pre-paid self-addressed BRE to the Member.
- Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- For every Folio No./DP ID/Client ID, there will be only one Postal Ballot Form/e-voting irrespective of the number of joint-holder(s). Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
- In case of non-receipt of the Postal Ballot Form or for any query relating there to, the Members may contact the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, UNIT: BRITANNIA INDUSTRIES LIMITED or send an e-mail at investorrelations@britindia.com
- The Scrutinizer will submit his report to the Chairperson or to any authorised person of the Company after completion of the scrutiny and the results of the Postal Ballot will be announced on or before October 17, 2018, at the registered office and will also be displayed on the website of the Company (www.britannia.co.in) and on the website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) besides being communicated to the Stock Exchanges.
- For detailed instruction on e-voting, please refer to the notes to the Postal Ballot Notice.