

**BRITANNIA INDUSTRIES LIMITED**

(Corporate Identity Number: L15412WB1918PLC002964)

Registered Office: 5/1A, Hungerford Street, Kolkata - 700017, West Bengal, India

Phone : 033 22872439/2057; Fax : 033 22872501

Website: www.britannia.co.in; E-mail ID: investorrelations@britindia.com**POSTAL BALLOT FORM**

Serial. No.

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, by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description 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.	Approval of the Scheme of Arrangement Amongst Britannia Industries Limited (the "Company") and its Members for Issue of Secured, Non-Convertible, Redeemable, Fully Paid-Up Debentures by way of Bonus to the Members as on Record Date out of the Accumulated Profits Lying to the Credit of Profit & Loss Account under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.			

Place:

Date:

Signature of 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.nsdl.com>. The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password
110614		

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

Commencement of e-voting	End of e-voting
Saturday, 27 April, 2019 (9:00 A.M. IST)	Sunday, 26 May, 2019 (5:00 P.M. IST)

Notes:

- Please read instructions printed below carefully before filling this form and for remote e-voting, please refer to the notice sent herewith.
- The last date for the receipt of the Postal Ballot Forms by the Scrutinizer is 26 May, 2019 upto 5:00 P.M.
- 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. 31 March, 2019.
- 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 Fintech 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 pre-paid 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 remote electronic mode or ballot or polling paper at the venue of the meeting.
- The Members can opt for only one mode of voting.
- 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.
- Duly completed Postal Ballot Form should reach The Scrutinizer at C/o Karvy Fintech 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. on 26 May, 2019. 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 Fintech 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.