BRITANNIA

Date: 11th August, 2025

To,

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

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 : Summary of Proceedings of the 106th Annual General Meeting ('AGM') of the Company held today i.e, Monday, 11th August, 2025

Ref : Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Pursuant to Regulation 30 read with Clause 13 of Para A of Part A of Schedule III of the SEBI Listing Regulations, 2015, please find enclosed the summary of proceedings of the 106th AGM of the Company held today i.e., Monday, 11th August, 2025 through Video Conferencing/Other Audio Visual Means.

The AGM commenced at 3:30 P.M. IST and concluded at 5:46 P.M. IST.

Request you to please take the above information on records.

Thanking You
Yours faithfully,
For Britannia Industries Limited

THULSIDASS VELAYUDHAN THARAYIL
Digitally signed by THULSIDASS VELAYUDHAN THARAYIL
Date: 2025.08.11 23:52:07 +05'30'

T. V. Thulsidass
Company Secretary
Membership No.: A20927
Encl: As above

BRITANNIA

SUMMARY OF PROCEEDINGS OF THE 106TH ANNUAL GENERAL MEETING OF BRITANNIA INDUSTRIES LIMITED

The 106th Annual General Meeting ('AGM'/'Meeting') of the Members of Britannia Industries Limited ('the Company') was held today i.e., Monday, 11th August, 2025 at 3:30 P.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'). The Meeting was held in accordance with the provisions of the Companies Act, 2013 ('the Act'), the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The deemed venue of the Meeting was the Registered Office of the Company situated at 5/1A, Hungerford Street, Kolkata - 700 017, West Bengal, India.

Directors and Key Managerial Personnel ('KMPs'):

The following Directors and KMPs were present at the Meeting:

Sl.	Name of the Directors/KMPs	Designation
1.	Mr. Nusli N. Wadia	Chairman
2.	Mr. Varun Berry	Executive Vice-Chairman, Managing Director and Chief Executive Officer
3.	Mr. N. Venkataraman	Executive Director and Chief Financial Officer
4.	Mr. Ness N. Wadia	Non-Executive Director
5.	Mr. Jehangir N. Wadia	Non-Executive Director
6.	Dr. Ajay Shah	Independent Director
7.	Dr. Y.S.P. Thorat	Independent Director Chairman of the Audit Committee and Stakeholders Relationship Committee
8.	Ms. Tanya Dubash	Independent Director
9.	Mr. Pradip Kanakia	Independent Director
10.	Mr. Sunil S. Lalbhai	Independent Director Chairman of the Nomination and Remuneration Committee
11.	Dr. Urjit Patel	Independent Director
12.	Mr. T.V. Thulsidass	Company Secretary

Members:

144 Members representing 12,19,42,882 Equity Shares were present at the Meeting.

Britannia Industries Limited
Prestige Shantiniketan, The Business Precinct
Tower C, 16th & 17th Floor, Whitefield Main Road
Mahadevapura Post, Bengaluru - 560048.
Fax No.:080 37687486, Board No.: 080 37687100

Registered Office : 5/1A, Hungerford Street,
Kolkata - 700017, West Bengal.
CIN No.: L15412WB1918PLC002964
Email : investorrelations@britindia.com
Website: www.britannia.co.in
Tel No.: 033 22872439/2057, Fax No.: 033 22872501

Auditors and Scrutinizer:

The representatives of the Statutory Auditors, Secretarial Auditors and Cost Auditors were present at the AGM through VC. Further, Mr. Omkar Dindorkar, Scrutinizer from M/s. MMJB & Associates LLP, Practicing Company Secretaries, was also present at the AGM through VC.

Chairman's Address:

Mr. Nusli N. Wadia, Chairman, presided over the Meeting in terms of Clause 74 of the Articles of Association of the Company and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI). The Chairman called the Meeting to order as the quorum required under Section 103 of the Act and the Articles of Association of the Company was present through VC/OAVM. The Chairman then welcomed all the Members, Directors and other Participants to the Meeting.

The Chairman *inter-alia* informed the Members that:

- The Register of Directors and KMPs, the Register of Contracts or Arrangements in which the Directors are interested and all other documents referred to in the AGM Notice (except the Proxy Register as the Meeting was held through VC) were available to the Members for inspection on the E-voting website of the National Securities Depository Limited ('NSDL');

- As the Notice convening 106th AGM and the Annual Report for the Financial Year 2024-25 were sent by Email to all the Members whose Email Ids were registered with the Company or Depository Participant(s) ('DPs'), the same were taken as read.

  Further, the Company has also sent a letter to the Members whose Email Ids are not registered, providing a web link to access the Annual Report on the Company's website;

- There were no qualifications, reservations, adverse remarks or disclaimers in the Reports of the Statutory Auditors and the Secretarial Auditors for the Financial Year 2024-25. Further, there were no observations or comments on any financial transactions that have an adverse effect on the functioning of the Company. Accordingly, the said reports were not required to be read at the Meeting in terms of the provisions of the Act and SS-2;

The Chairman then delivered his speech and thanked all the Employees, Consumers, Value Chain Partners and esteemed Shareholders for reposing their trust and confidence in the Management and to the colleagues on the Board for their valuable guidance at all times.

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Question and Answer Session:

The Members who registered themselves as Speakers were invited to express their views and raise queries if any.

Thereafter, Mr. Varun Berry, Executive Vice-Chairman, Managing Director and Chief Executive Officer thanked all the Members for participating in the Meeting and informed that the Company had already responded to the queries submitted by the Members and replies to the additional queries raised at the Meeting would be sent to their Email Ids within the next 72 hours.

Resolutions:

The Chairman stated that there were 7 Resolutions to be transacted at the Meeting as per the Notice of 106th AGM. The Chairman then authorised Mr. T.V. Thulsidass, the Company Secretary to conduct E-voting and conclude the Meeting.

As per the Notice of 106th AGM of the Company, the following items of business were transacted at the AGM:

Sl.	Particulars	Type of Resolution
Ordinary Business		
1.	Adoption of Audited Financial Statements along with Reports of the Board and Auditors thereon.	Ordinary Resolution
2.	Declaration of Final Dividend for the Financial Year ended 31st March, 2025.	Ordinary Resolution
3.	Re-Appointment of Mr. Nusli N. Wadia (DIN: 00015731) as a Non-Executive Non-Independent Director, liable to retire by rotation.	Special Resolution
4.	Re-Appointment of M/s. Walker Chandiok & Co LLP (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company.	Ordinary Resolution
Special Business		
5.	Appointment of M/s. Parikh & Associates (Firm Unique Code: P1988MH009800) as the Secretarial Auditors of the Company.	Ordinary Resolution
6.	Ratification of Remuneration of Cost Auditors of the Company for the Financial Year ending 31st March, 2026.	Ordinary Resolution
7.	Amendment to the terms of Appointment of Mr. N. Venkataraman (DIN: 05220857), Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company.	Ordinary Resolution

The Company Secretary informed the Members that the remote E-voting facility was provided by the Company from Friday, 8th August, 2025, 9:00 A.M. IST to Sunday, 10th August, 2025, 5:00 P.M. IST and the E-voting facility would be kept open for 30 minutes to all those Members who were present at the AGM and have not cast their votes through remote E-voting.

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Voting Results:

The Company Secretary informed the Members that the Company appointed Mr. Omkar Dindorkar (ACS No. 43029, CP No. 24580), failing him, Ms. Deepti Kulkarni (ACS No. 34733, CP No. 22502), from M/s. MMJB & Associates LLP, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote E-voting and E-voting process at the AGM in a fair and transparent manner.

The Company Secretary further informed that the voting results would be announced within 2 working days from the conclusion of AGM i.e., on or before Wednesday, 13th August, 2025. The results declared along with the Scrutinizer's Report would be intimated to the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited and shall also be uploaded on the website of the Company and NSDL.

He then expressed his gratitude to all the Members, Directors and other participants who have participated in the Meeting and co-operated with the Company in ensuring the smooth conduct of the AGM.

Conclusion of the Meeting:

Upon completion of E-voting, the Meeting concluded at 5:46 P.M. IST.

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