

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L15412WB1918PLC002964

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	BRITANNIA INDUSTRIES LTD	BRITANNIA INDUSTRIES LTD
Registered office address	5/1A, HUNGERFORD STREET,,NA,KOLKATA,West Bengal,India,700017	5/1A, HUNGERFORD STREET,,NA,KOLKATA,West Bengal,India,700017
Latitude details	22.541809	22.541809
Longitude details	88.353455	88.353455

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photo of Regd Office_.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****6P

(c) *e-mail ID of the company

*****ajora@britindia.com

(d) *Telephone number with STD code

03*****39

(e) Website

www.britannia.co.in

iv *Date of Incorporation (DD/MM/YYYY)

21/03/1918

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes
☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☒ Yes
☐ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400TG2017PLC117649	KFin Technologies Limited	Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad 500032	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes
☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

11/08/2025

(c) Due date of AGM (DD/MM/YYYY)

31/08/2025

(d) Whether any extension for AGM granted

☐ Yes
☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	10	Manufacture of Food products	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

36

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		00069653	Associated Biscuits International Limited	Holding	44.76
2		198305863R	Dowbiggin Enterprises Pte. Ltd	Holding	1.16
3		198305867Z	Nacupa Enterprises Pte. Ltd	Holding	1.16
4		198305825G	Spargo Enterprises Pte. Ltd	Holding	1.16
5		198305864G	Valletort Enterprises Pte. Ltd	Holding	1.16
6		198305917K	Bannatyne Enterprises Pte. Ltd	Holding	1.16
7	U15201WB2002PTC191511		BRITANNIA BEL FOODS PRIVATE LIMITED	Joint Venture	51

8	U65990MH1983PTC030883		BORIBUNDER FINANCE AND INVESTMENTS PRIVATE LIMITED	Subsidiary	100
9	U65923MH1983PTC030875		FLORA INVESTMENTS COMPANY PRIVATE LIMITED	Subsidiary	100
10	U65923MH1983PTC030884		GILT EDGE FINANCE AND INVESTMENTS PRIVATE LIMITED	Subsidiary	100
11	U85110MH1992GAT242375		BRITANNIA EMPLOYEES EDUCATIONAL WELFARE ASSOCIATION PRIVATE LIMITED	Subsidiary	100
12	U85110MH1992GAT243304		BRITANNIA EMPLOYEES GENERAL WELFARE ASSOCIATION PRIVATE LIMITED	Subsidiary	100
13	U91120MH1992PTC242376		BRITANNIA EMPLOYEES MEDICAL WELFARE ASSOCIATION PRIVATE LIMITED	Subsidiary	100
14	U15419TN1997PLC037876		INTERNATIONAL BAKERY PRODUCTS LIMITED	Subsidiary	100
15	U15100MH1984PTC031983		J B MANGHARAM FOODS PRIVATE LIMITED	Subsidiary	100
16	U15400KA1994PTC015687		MANNA FOODS PRIVATE LIMITED	Subsidiary	100
17	U15419TN1997PTC039343		SNACKO BISC PRIVATE LIMITED	Subsidiary	100
18	U01119TN1996PTC034766		VASANA AGREX AND HERBS PRIVATE LIMITED	Subsidiary	100
19	U15412AS1985PTC002361		SUNRISE BISCUIT COMPANY PRIVATE LIMITED	Subsidiary	99.16
20	U15440WB1992PTC054793		GANGES VALLY FOODS PVT LTD	Subsidiary	98.87
21	U15490WB2017PLC219389		BRITCHIP FOODS LIMITED	Subsidiary	60
22		40434	Strategic Food International Co. LLC	Subsidiary	100

23		OF3003	Britannia and Associates (Dubai) Private Company Limited	Subsidiary	100
24		OF2998	Strategic Brands Holding Company Limited	Subsidiary	100
25		C067262	Britannia and Associates (Mauritius) Private Limited	Subsidiary	100
26		C55128 C2/GBL	Britannia Dairy Holdings Private Limited	Subsidiary	100
27		3773	BRITANNIA NEPAL PRIVATE LIMITED	Subsidiary	100
28		3/15758/0	AL Sallan Food Industries Company SAOC	Subsidiary	65.46
29		C-153793/2019	Britannia Bangladesh Private Limited	Subsidiary	100
30		589838695	Britannia Egypt LLC	Subsidiary	100
31		0000378190	Strategic Foods Uganda Limited	Subsidiary	100
32		PVT-LRUYJJD3	Kenafric Biscuits Limited	Subsidiary	51
33		143699	Catalyst Britania Brands Limited	Subsidiary	100
34	U15410BR1986PLC002262		NALANDA BISCUIT COMPANY LIMITED	Associate	35
35	U15412AS2006PTC008112		SUNANDARAM FOODS PRIVATE LIMITED	Associate	26
36	U40107MH2020PTC342351		FAIRSUN SOLAR PRIVATE LIMITED	Associate	26.32

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	500000000.00	240868296.00	240868296.00	240868296.00
Total amount of equity shares (in rupees)	500000000.00	240868296.00	240868296.00	240868296.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	500000000	240868296	240868296	240868296
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	500000000.00	240868296.00	240868296	240868296

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
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Total amount of unclassified shares	0
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(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	1240842	239627454	240868296.00	240868296	240868296	
Increase during the year	0.00	88578.00	88578.00	240868296.00	240868296.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Physical Shares Dematerialised	0	88578	88578.00	240868296	240868296	
Decrease during the year	88578.00	0.00	88578.00	240868296.00	240868296.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Physical Shares Dematerialised	88578		88578.00	240868296	240868296	
At the end of the year	1152264.00	239716032.00	240868296.00	240868296.00	240868296.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE216A01030

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)**(a) Non-convertible debentures**

*Number of classes

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-Convertible Debentures	0	0	0.00
Total	0.00	0.00	0.00

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-Convertible Debentures	6985180584	0	6985180584	0.00
Total	6985180584.00	0.00	6985180584.00	0.00

(b) Partly convertible debentures

*Number of classes

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	6985180584.00	0.00	6985180584.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	6985180584.00	0.00	6985180584.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

168592230456.03

ii * Net worth of the Company

38865460627.24

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	16202	0.01	0	0.00
	(ii) Non-resident Indian (NRI)	4500	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	121732190	50.54	0	0.00

10	Others 	0	0.00	0	0.00
	Total	121752892.00	50.55	0.00	0

Total number of shareholders (promoters)

8

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	30453390	12.64	0	0.00
	(ii) Non-resident Indian (NRI)	3626859	1.51	0	0.00
	(iii) Foreign national (other than NRI)	703	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	10662730	4.43	0	0.00
4	Banks	342025	0.14	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	19684811	8.17	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1009837	0.42	0	0.00

10	Others	53335049	22.14	0	0.00
	Total	119115404.00	49.45	0.00	0

Total number of shareholders (other than promoters)

301712

Total number of shareholders (Promoters + Public/Other than promoters)

301720.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1583
2	Individual - Male	3618
3	Individual - Transgender	293480
4	Other than individuals	3039
	Total	301720.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	8	9
Members (other than promoters)	271626	301712
Debenture holders	230175	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	2	0	3	0	0.01
B Non-Promoter	3	8	2	6	0.00	0.00
i Non-Independent	3	0	2	0	0	0
ii Independent	0	8	0	6	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	10	2	9	0.00	0.01

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
NUSLI NEVILLE WADIA	00015731	Director	4500	
NESS NUSLI WADIA	00036049	Director	16202	
VARUN BERRY	05208062	Managing Director	0	
VENKATARAMAN NATARAJAN	05220857	Whole-time director	0	
JEHANGIR NUSLI WADIA	00088831	Director	0	

AJAY SHAH NAROTTAM	01141239	Director	0	
YASHWANT SHANKARRAO PATIL THORAT	00135258	Director	113	
TANYA ARVIND DUBASH	00026028	Director	0	
PRADIP MANILAL KANAKIA	00770347	Director	0	
SUNIL SIDDHARTH LALBHAI	00045590	Director	500	
URJIT RAVINDRA PATEL	00175210	Director	0	
VENKATARAMAN NATARAJAN	AAFPV8164K	CFO	0	
THULSIDASS VELAYUDHAN THARAYIL	AFUPT8214J	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

13

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
PRADIP MANILAL KANAKIA	00770347	Director	15/06/2024	Change in designation
SUNIL SIDDHARTH LALBHAI	00045590	Additional Director	02/07/2024	Appointment
URJIT RAVINDRA PATEL	00175210	Additional Director	02/07/2024	Appointment
JEHANGIR NUSLI WADIA	00088831	Additional Director	11/11/2024	Appointment
SUNIL SIDDHARTH LALBHAI	00045590	Director	12/08/2024	Change in designation
URJIT RAVINDRA PATEL	00175210	Director	12/08/2024	Change in designation
JEHANGIR NUSLI WADIA	00088831	Director	22/12/2024	Change in designation
RAJNEET SINGH KOHLI	09743554	Whole-time director	14/03/2025	Cessation
RAJNEET SINGH KOHLI	AFTPK8930K	CEO	14/03/2025	Cessation
AVIJIT DEB	00047233	Director	11/08/2024	Cessation
AJAI PURI .	02631587	Director	11/08/2024	Cessation

KEKI BOMI DADISETH	00052165	Director	11/08/2024	Cessation
KEKI MANCHERSHA ELAVIA	00003940	Director	12/08/2024	Cessation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	12/08/2024	262929	168	51.04

B BOARD MEETINGS

*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/05/2024	13	13	100
2	02/07/2024	13	12	92.31
3	02/08/2024	15	12	80
4	11/11/2024	12	11	91.67
5	06/02/2025	12	12	100
6	24/03/2025	11	11	100

C COMMITTEE MEETINGS

Number of meetings held

16

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE MEETING	19/04/2024	5	5	100
2	AUDIT COMMITTEE MEETING	03/05/2024	5	5	100
3	AUDIT COMMITTEE MEETING	09/07/2024	6	5	83.33
4	AUDIT COMMITTEE MEETING	02/08/2024	6	5	83.33
5	AUDIT COMMITTEE MEETING	17/10/2024	4	3	75
6	AUDIT COMMITTEE MEETING	11/11/2024	4	3	75
7	AUDIT COMMITTEE MEETING	27/01/2025	4	4	100
8	AUDIT COMMITTEE MEETING	06/02/2025	4	4	100
9	NOMINATION AND REMUNERATION COMMITTEE MEETING	03/05/2024	6	6	100
10	NOMINATION AND REMUNERATION COMMITTEE MEETING	02/07/2024	6	6	100
11	NOMINATION AND REMUNERATION COMMITTEE MEETING	11/11/2024	6	6	100
12	NOMINATION AND REMUNERATION COMMITTEE MEETING	06/02/2025	6	6	100
13	RISK MANAGEMENT COMMITTEE MEETING	26/07/2024	6	6	100
14	RISK MANAGEMENT COMMITTEE MEETING	21/02/2025	4	2	50
15	CSR COMMITTEE MEETING	06/02/2025	3	3	100
16	STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING	20/03/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								11/08/2025 (Y/N/NA)
1	NESS NUSLI WADIA	6	6	100	13	11	84	Yes
2	VARUN BERRY	6	6	100	4	3	75	Yes
3	NUSLI NEVILLE WADIA	6	6	100	4	4	100	Yes
4	PRADIP MANILAL KANAKIA	6	5	83	6	5	83	Yes
5	YASHWANT SHANKARRAO PATIL THORAT	6	6	100	16	16	100	Yes
6	AJAY SHAH NAROTTAM	6	5	83	4	4	100	Yes
7	TANYA ARVIND DUBASH	6	4	66	2	2	100	Yes
8	JEHANGIR NUSLI WADIA	3	3	100	0	0	0	Yes
9	VENKATARAMAN NATARAJAN	6	6	100	3	2	66	Yes
10	SUNIL SIDDHARTH LALBHAI	4	4	100	6	6	100	Yes
11	URJIT RAVINDRA PATEL	4	4	100	0	0	0	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	VARUN BERRY	Managing Director	91451688	0	0	66027892	157479580.00
2	RAJNEET SINGH KOHLI	Whole-time director	38430032	0	0	0	38430032.00
3	NATARAJAN VENKATARAMAN	Whole-time director	28650467	0	0	13549645	42200112.00

	Total		158532187.00	0.00	0.00	79577537.00	238109724.00
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B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	RAJNEET SINGH KOHLI	CEO	38430032	0	0	0	38430032.00
2	NATARAJAN VENKATARAMAN	CFO	28650467	0	0	13549645	42200112.00
3	THULSIDASS VELAYUDHAN THARAYIL	Company Secretary	7732460	0	0	1422262	9154722.00
	Total		74812959.00	0.00	0.00	14971907.00	89784866.00

C *Number of other directors whose remuneration details to be entered

13

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	NUSLI NEVILLE WADIA	Director	0	67500000	0	600000	68100000.00
2	AVIJIT DEB	Director	0	3782000	0	540000	4322000.00
3	KEKI DADISETH	Director	0	3362000	0	460000	3822000.00
4	AJAI PURI	Director	0	3101000	0	300000	3401000.00
5	NESS NUSLI WADIA	Director	0	12606000	0	1020000	13626000.00
6	AJAY SHAH	Director	0	4202000	0	560000	4762000.00
7	YASHWANT SHANKARRAO THORAT	Director	0	11135000	0	1340000	12475000.00
8	KEKI ELAVIA	Director	0	3362000	0	460000	3822000.00
9	TANYA ARVIND DUBASH	Director	0	2941000	0	420000	3361000.00
10	PRADIP MANILAL KANAKIA	Director	0	4622000	0	660000	5282000.00
11	SUNIL SIDDHARTH LALBHAI	Director	0	8563000	0	660000	9223000.00
12	URJIT RAVINDRA PATEL	Director	0	8563000	0	300000	8863000.00
13	JEHANGIR NUSLI WADIA	Director	0	1261000	0	180000	1441000.00

	Total		0.00	135000000.00	0.00	750000.00	142500000.00
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XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☐ Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Britannia Industries Limited	BSE Limited	19/06/2024	Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	During the year, the Company received a regret letter from BSE vide its Email dated 19 June 2024 for waiver of fine of Rs. 2,90,280/ levied regarding composition of the Nomination and Remuneration Committee under Regulation 19 of the SEBI Listing Regulations, 2015, for the period commencing from 2 May 2022 to 2 September 2022.	NA

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

301720

XIV Attachments

(a) List of share holders, debenture holders

Brit_MGT-7_Validation
Format_New_1.xlsm
BRIT_MGT-7_Validation
Format_New_2.xlsm
BRIT_MGT-7_Validation
Format_New_3.xlsm

(b) Optional Attachment(s), if any

CTC_Authorisation for reporting
Beneficial Interest of the
Company.pdf
MGT-8 attachment.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

BRITANNIA INDUSTRIES
LTD

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Shalini
Mohan
Bhat

Digitally signed by
Shalini Mohan
Bhat
Date: 2025.12.25
13:03:08 +05'30'

Name

Shalini Bhat

Date (DD/MM/YYYY)

22/11/2025

Place

Mumbai

Whether associate or fellow:



Associate



Fellow

Certificate of practice number

6*9*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

AAFPV8164K

*(b) Name of the Designated Person

VENKATARAMAN NATARAJAN

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 84 dated*

(DD/MM/YYYY) 12/08/2014 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

Digitally signed by:
RAKSHIT HARGAVE
DN: cn=RAKSHIT HARGAVE,
c=IN, o=, ou=, email=, serial=123456789

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*4*6*9*

***To be digitally signed by**

Digitally signed by:
THULSIDASS VELAYUDHAN
DN: cn=THULSIDASS VELAYUDHAN,
c=IN, o=, ou=, email=, serial=123456789

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2*9*7

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0766238

eForm filing date (DD/MM/YYYY)

29/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF BRITANNIA INDUSTRIES LIMITED HELD ON TUESDAY, 6TH FEBRUARY, 2024 AT 2:30 P.M. IST AT NEVILLE HOUSE, 4TH FLOOR, J.N. HEREDIA MARG, BALLARD ESTATE, MUMBAI - 400001

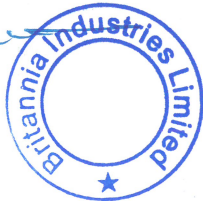
AUTHORISATION FOR REPORTING BENEFICIAL INTEREST(S) IN SHARES OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 89, 90 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Management and Administration) Rules, 2014 including any statutory modifications or re-enactments thereof, for the time being in force), Board do and hereby designate Mr. N. Venkataraman, Executive Director and Chief Financial Officer of the Company for furnishing and extending co-operation for providing, information to the Registrar or any other Authorised Officer with respect to beneficial interest(s) in shares of the Company.

RESOLVED FURTHER THAT Mr. Varun Berry, Executive Vice-Chairman and Managing Director, Mr. Rajneet Singh Kohli, Executive Director and Chief Executive Officer and/or Mr. T.V. Thulsidass, Company Secretary be and are hereby severally authorized to sign such documents as may be required and do such further acts, deeds or things to give effect to the above resolution".

- Certified True Copy -
For Britannia Industries Limited


T.V. Thulsidass
Company Secretary
Membership No.: A20927
Date: 10.10.2025



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



FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Britannia Industries Limited (the Company)** CIN No. **L15412WB1918PLC002964** having its Registered Office at 5/1A, Hungerford Street, Kolkata, West Bengal -700017, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company and considering the relaxations granted by the Ministry of Corporate Affairs, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the company has generally complied with provisions of the Act & Rules made thereunder in respect of:
1. its status under the Act.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies and other authorities;
 4. calling/convening/holding meetings of Board of Directors, committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and the resolutions passed by postal ballot have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5. closure of Register of Members;
6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. there were no contracts/arrangements with related parties as specified in section 188 of the Act, except the transactions in the ordinary course of business and which were at arms' length basis;
8. transmission of shares;

The Company has redeemed the 3-Year Unsecured, Non-Convertible, Redeemable, Fully Paid-Up Debentures of Face Value of Rs. 29/- each ('Bonus Debentures') on 3rd June, 2024.

there was no issue or allotment or transfer or buy back of securities/redemption of preference shares/alteration or reduction of share capital/conversion of shares/securities during the year;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares, as applicable pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration/payment of dividend;

transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. constitution/appointment/re-appointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; as applicable
13. appointment of auditors as per the provisions of section 139 of the Act; as applicable
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; as applicable
15. the Company has not accepted any Fixed Deposits during the year;

16. there were no borrowings from directors, members and banks/public financial institutions and others and creation/modification/satisfaction of charges during the year;
17. loans and investments made or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. there had been no alteration of the provisions of the Memorandum and/or Articles of Association of the Company during the year.

Place: Mumbai
Date: November 22, 2025

For Parikh & Associates
Company Secretaries

Signature: **Shalini**
Mohan Bhat
Name of Company Secretary: **Shalini Bhat**

Digitally signed by Shalini Mohan Bhat
DN: c=IN, o=Personal, title=9109,
pseudonym=D0DC783E347D82BAC00C7DFFE905E3F6CD
07B91,
2.5.4.20=afbb8b62a3fc7a6f597b838a41e67b3f35671152f52
a0068718051542627645b, postalCode=411001,
st=Maharashtra,
serialNumber=21BA9782A337FA1D970EC0D9862B9AD295
014E36D0ED3879C9E216D2FABD5A22, cn=Shalini Mohan
Bhat
Date: 2025.11.22 15:52:50 +05'30'

Partner

FCS No.: 6484 C.P. No.: 6994
PR-7327/2025
UDIN: F006484G001996351

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,

Britannia Industries Limited

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

Place: Mumbai

Date: November 22, 2025

For Parikh & Associates

Company Secretaries

Signature: **Shalini**
Mohan Bhat

Digitally signed by Shalini Mohan Bhat
DN: cn=Shalini, o=Parikh & Associates, email=shalini@parikhassociates.com,
serialNumber=1, c=IN
2.5.4.20=f8b862a367a69597b838a41e57b3f35671152
f52a9068718051542627645b, postalCode=411061,
st=Maharashtra,
serialNumber=218A9782A337FA1D970EC0D986289AD2
95014E36D0ED3879C9E216D2FABD5A22, cn=Shalini
Mohan Bhat
Date: 2025.11.22 15:53:09 +05'30'

Name of Company Secretary: **Shalini Bhat**
Partner

FCS No.: 6484 C.P. No.: 6994

PR-7327/2025

UDIN: F006484G001996351