



23rd December, 2024

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

Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C/1, G-Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: BRITANNIA

Dear Sir/Madam,

Sub: Voting Results of the Postal Ballot

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015')

Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulation, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable circulars issued by the Ministry of Corporate Affairs, the Company conducted the Postal Ballot (through remote E-voting) for seeking approval of the Members on the following resolution:

- Ordinary Resolution: Appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, 2015, please find enclosed Voting Results and Report of the Scrutinizer, issued by Mr. Omkar Dindorkar from M/s. MMJB & Associates LLP, Practicing Company Secretaries.

The aforementioned resolution has been passed with requisite majority on Sunday, 22nd December, 2024 which was the last date of remote E-voting provided for Postal Ballot.

Request you to please take the above information on records.

Thanking You,

Yours faithfully,

For Britannia Industries Limited

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

Encl: As above

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	8,23,39,376	7,34,33,300	89.1837	7,13,78,819	20,54,481	97.2022	2.7977	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,34,33,300	89.1837	7,13,78,819	20,54,481	97.2022	2.7978	0	0
Public- Non Institutions	E-Voting	3,67,76,028	2,12,649	0.5782	1,81,966	30,683	85.5710	14.4289	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,12,649	0.5782	1,81,966	30,683	85.5711	14.4289	0	0
Total		24,08,68,296	19,53,98,841	81.1227	19,33,13,677	20,85,164	98.9329	1.0671	0	0

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600
LLPIN: AAR-9997

Report of the Scrutinizer for Voting on the Postal Ballot through remote E-voting

To,
Mr. T.V. Thulsidass
Company Secretary
Britannia Industries Limited ("the Company")
5/1A, Hungerford Street, Kolkata - 700017,
West Bengal, India

Scrutinizer's Report on voting through remote E-voting for the Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

- A. In accordance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I, Omkar Dindorkar (Membership No. A43029, COP No: 24580), failing me, Ms. Deepti Kulkarni (Membership No. A34733, COP: 22502), Designated Partners of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of the Company on 11th November, 2024, for scrutiny of the votes casted through electronic means for the postal ballot process in respect of the Ordinary Resolution as set out in the Postal Ballot Notice dated 11th November, 2024 ("Notice").
- B. Member's approval was sought for special business i.e. Appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company.
- C. Pursuant to Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2024 dated 19th September, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Ordinary Resolution as set out in the Notice was placed for approval of the Members of the Company through the Postal Ballot by voting through remote E-voting only. The Company has confirmed that the electronic copy of the Notice and the explanatory statement along with the procedure for remote E-voting in terms of the MCA Circulars were sent to Members on Thursday, 21st November, 2024, whose E-mail Ids were registered with the Company/Depositories and whose name(s) appeared in the Register of Members/Register of Beneficial Owners as on Tuesday, 19th November, 2024 ("Cut-off date").

- D. The Company had appointed National Securities Depository Limited (“NSDL”) for providing remote E-voting facility to the Members of the Company.
- E. Members were required to communicate their assent or dissent only through remote E-voting system in terms of the MCA Circulars.
- F. Pursuant to Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, the Company had published the Newspaper advertisements in “Financial Express” (English-all editions) and in “Sangbad Pratidin” (Bengali-Kolkata edition) on 22nd November, 2024.
- G. The voting period for remote E-voting commenced on Saturday, 23rd November, 2024 at 9:00 A.M. IST and concluded on Sunday, 22nd December 2024 at 5:00 P.M. IST and the remote E-voting facility was disabled thereafter by NSDL. The remote E-voting summary statement was thereafter downloaded from E-voting website of NSDL i.e. www.evoting.nsdl.com.
- H. The Register, in accordance with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number/DP Id & Client Id of the Members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
- I. On the basis of the votes exercised by the Members of the Company through remote E-voting, I have issued this Scrutinizer’s Report dated 23rd December 2024.

Result of the Postal Ballot through remote E-voting are as under:

Ordinary Resolution

Appointment of Mr. Jehangir Nusli Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company

Sl.	Category	Mode of voting	Total no. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
1.	Promoter and Promoter Group	Remote E-voting through the Postal Ballot	12,17,52,892	12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000
2.	Public Institutions		8,23,39,376	7,34,33,300	89.1837	7,13,78,819	20,54,481	97.2022	2.7978
3.	Public Non-Institutions		3,67,76,028	2,12,649	0.5782	1,81,966	30,683	85.5711	14.4289
Total			24,08,68,296	19,53,98,841	81.1227	19,33,13,677	20,85,164	98.9329	1.0671

It is to be noted that:

1. Voting rights on the shares transferred to Unclaimed Suspense Account and Investor Education and Protection Fund are frozen.
2. There were no invalid votes cast on the above resolution.
3. The aforesaid Ordinary Resolution was passed by the Members of the Company with requisite majority.
4. Voting rights of Foreign Portfolio Investors, if any, who have not submitted additional disclosures by the end of the prescribed period as notified by SEBI Circular No. SEBI/HO/AFD/AFD-PoD-2/CIR/P/2023/148 dated 24th August, 2023 (subsumed as a part of the SEBI Master Circular No. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated 30th May, 2024) have been restricted as provided in the said Circular.

Thanking you,

Yours faithfully,
For MMJB & Associates LLP
Practicing Company Secretaries

OMKAR
MADHAV
DINDORKAR

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OMKAR MADHAV
DINDORKAR
Date: 2024.12.23 16:42:29
+05'30'

Omkar Dindorkar
Designated Partner
ACS No.: 43029
CP No.: 24580
PR: 2826/2022
UDIN: A043029F003466823
Date: 23rd December 2024
Place: Mumbai

For Britannia Industries Limited

THULSIDASS
VELAYUDHAN
THARAYIL

T.V. Thulsidass
Company Secretary
ACS No: 20927
Date: 23rd December 2024
Place: Bengaluru

Digitally signed by THULSIDASS VELAYUDHAN THARAYIL
DN: c=IN, o=PERSONAL,
pseudonym=bc46a8d0b0464b94a6c75663921ac624,
2.5.4.20=41a3d22de1340054756a95210ff791c3587eec76bce
4432ce99852806380240, postalCode=560102,
st=KARNATAKA,
serialNumber=47a1cc7402e39351d17484fa212ac6590f32274f
5e215b96de758aa514d670c2, cn=THULSIDASS VELAYUDHAN
THARAYIL
Date: 2024.12.23 16:53:31 +05'30'