



18<sup>th</sup> June, 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 the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 21 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:

- Special Resolution: Appointment of Mr. Pradip M Kanakia (DIN: 00770347) as a Non-Executive Independent Director of the Company.

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

The aforementioned resolution has been passed with requisite majority on Saturday, 15<sup>th</sup> June, 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)	SPECIAL - Appointment of Mr. Pradip M Kanakia (DIN: 00770347) as a Non-Executive Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	0.0000	0
Public- Institutions	E-Voting	8,21,08,499	7,30,01,942	88.9091	7,18,66,225	11,35,717	98.4442	1.5557	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		7,30,01,942	88.9091	7,18,66,225	11,35,717	98.4442	1.5557	0.0000	0
Public- Non Institutions	E-Voting	3,70,06,905	3,10,996	0.8404	2,83,117	27,879	91.0355	8.9644	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		3,10,996	0.8404	2,83,117	27,879	91.0356	8.9644	0.0000	0
Total		24,08,68,296	19,50,65,830	80.9844	19,39,02,234	11,63,596	99.4035	0.5965	0	0

June 17, 2024

To,  
The Company Secretary  
Britannia Industries Limited  
Registered Office: 5/1A, Hungerford Street,  
Kolkata - 700 017

**Subject: Scrutinizer's Report on Postal Ballot by voting through electronic means only ('remote E-voting') of Britannia Industries Limited.**

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for appointment of Mr. Pradip M Kanakia (DIN: 00770347) as a Non-Executive Independent Director of the Company.

In this regard, I now enclose the following:

- a) Scrutinizer's Report to the Chairman of the Company on the result of the Postal Ballot through remote E-voting.
- b) The register showing the particulars of the E-votes registered on the National Securities Depository Limited ('NSDL') E-voting system in respect of the said Resolution.

Thanking you

Yours faithfully,

Pravinchandra Nahalchandra Parikh  
Digitally signed by Pravinchandra Nahalchandra Parikh  
Date: 2024.06.17 15:08:50 +05'30'

P. N. Parikh  
Parikh & Associates  
Encl.: As above.

To,  
The Chairman  
Britannia Industries Limited  
Registered Office: 5/1A, Hungerford Street,  
Kolkata - 700 017

### **Report of Scrutinizer**

I, P.N. Parikh of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327), having my office at 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal Ballot through electronic voting process ("remote E-voting") in respect of the Special Resolution for appointment of Mr. Pradip M Kanakia (DIN: 00770347) as a Non-Executive Independent Director of the Company.

Pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ('the Act'), Rule 20 and Rule 22 of The Companies (Management and Administration) Rules, 2014 ('the Rules'), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 and 09/2023 dated 25<sup>th</sup> September 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company was sought by Postal Ballot conducted through remote E-voting.

As confirmed by the Company, the Postal Ballot Notice dated 26<sup>th</sup> March, 2024 along with the explanatory statement under Section 102 of the Act in respect of the above mentioned Resolution was sent only via Email to the Members whose names appeared in the Register of Members/List of Beneficial Owners and whose Email addresses were registered with the Company/ Depositories as on Friday, 10<sup>th</sup> May, 2024.

The Company had engaged National Securities Depository Limited ('NSDL') for providing remote E-voting facility to the Members of the Company.

The Members of the Company holding Equity Shares as on the "cut-off" date i.e., Friday, 10<sup>th</sup> May, 2024 were entitled to vote on the resolution as contained in the Notice.

Contd....2

The voting period for remote E-voting commenced on Friday, 17<sup>th</sup> May, 2024 at 9:00 A.M. IST and concluded on Saturday, 15<sup>th</sup> June, 2024 at 5:00 P.M. IST (both days inclusive) and the remote E-voting facility was disabled thereafter by NSDL.

The votes cast under remote E-voting facility were thereafter unblocked. I have scrutinized and reviewed the votes cast through remote E-voting based on the data downloaded from the NSDL E-voting system and have maintained a register in which necessary entries have been made in accordance with The Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, the Rules and the MCA Circulars relating to remote E-voting on the Resolution contained in the notice.

My responsibility as Scrutinizer for the voting on Postal Ballot through remote E-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolution.

I now submit my Report on the results of the voting by Postal Ballot only through the remote E-voting in respect of the Special Resolution as under:

**Resolution 1: As a Special Resolution****Appointment of Mr. Pradip M Kanakia (DIN: 00770347) as a Non-Executive Independent Director of the Company**(i) Voted in **favour** of the Resolution:

Number of Members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
2,596	19,39,02,234	99.40

(ii) Voted **against** the Resolution:

Number of Members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
146	11,63,596	0.60

(iii) **Invalid** votes:

Number of Members voted	Number of invalid votes cast (Shares)
NIL	NIL

Pravinchandra  
a Nahalchand  
Parikh

Digitally signed by  
Pravinchandra  
Nahalchand Parikh  
Date: 2024.06.17  
15:09:21 +05'30'

Signature: Parikh  
Name: P.N. Parikh  
Scrutinizer  
FCS: 327 CP: 1228  
UDIN: F000327F000580005  
P/R No. 1129/2021

Date: June 17, 2024

Place: Mumbai