

18th February, 2021

1. The Secretary
BSE Limited
Phiroze Jeejeebhoy
Towers, Dalal Street
Fort, Mumbai - 400 001

2. The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Dear Sir/Madam,

Sub: Voting Results of the Meeting of the Equity Shareholders held on 15th February, 2021
Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above cited subject, this is to inform you that Equity Shareholders of the Company have approved the Scheme of Arrangement between Britannia Industries Limited ("the Company") and its Members under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with requisite majority at their Meeting held on 15th February, 2021 at 11:00 A.M through Video Conferencing ("VC"), pursuant to an Order dated 23rd December, 2020, as corrected by a Corrigendum dated 11th January, 2021 to Order dated 23rd December, 2020 by the Hon'ble National Company Law Tribunal, Kolkata Bench ("the Tribunal").

Remote e-voting facility was provided by the Company from 10:30 A.M, Thursday, 21st January, 2021 to 5:00 P.M Sunday, 14th February, 2021 and E-voting facility at the Meeting was available for the shareholders present at the Meeting who had not cast their votes through remote e-voting.

Mrs. Manju Bhuteria, Advocate, the Chairperson appointed by the Tribunal, conducted the meeting. The voting by means of remote e-voting and e-voting at the Meeting was scrutinized by Mr. Mohan Ram Goenka, the scrutinizer appointed by the Tribunal.

Upon receipt of the scrutinizer's report dated 17th February, 2021, Mrs. Manju Bhuteria, Chairperson declared the voting results of the Meeting on 18th February, 2021.

Please find enclosed voting results of the Meeting held on 15th February, 2021 at 11:00 A.M through VC along with the scrutinizers report.

The Voting results along with Scrutinizer's report are also available on the website of the Company www.britannia.co.in.



Request you to kindly 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

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

Mohan Ram Goenka
Company Secretaries
46, B. B. Ganguly Street, 4th Floor,
Room No. 6, Kolkata- 700012
Phone No: 033 2237 9517, Cell: 9831074332
Email: goenkamohan@gmail.com

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING
CONDUCTED AT NCLT CONVENED MEETING OF EQUITY SHAREHOLDERS OF BRITANNIA
INDUSTRIES LIMITED THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS**

[Pursuant to an order dated 23 December, 2020, as corrected by a corrigendum dated 11 January, 2021 to order dated 23 December, 2020 of the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT' or 'Tribunal') and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof]

To,

Mrs. Manju Bhuteria, Advocate

The Chairperson appointed for the NCLT Convened Meeting of the Equity Shareholders of **Britannia Industries Limited (CIN: L15412WB1918PLC002964)**, having its registered office at 5/1A, Hungerford Street Kolkata - 700017, West Bengal.

Sub: Scrutinizer's Report on NCLT Convened Meeting of the Equity Shareholders of Britannia Industries Limited held on Monday, 15th February, 2021 at 11:00 A.M. through Video Conferencing ('VC') and other Audio Visual Means ('OAVM')

Respected Madam,

I, Mohan Ram Goenka, Company Secretary in Practice (FCS:4515, COP: 2551) appointed as a Scrutinizer for the purpose of meeting conducted as per directions and order of the Kolkata Bench of the National Company Law Tribunal ("NCLT") dated 23 December, 2020, as corrected by a corrigendum dated 11 January, 2021 to order dated 23 December, 2020 for ascertaining the result of the voting by the Equity Shareholders of the Company by remote e-voting and by e-voting at the meeting through VC/OAVM held on Monday, 15th February, 2021 at 11:00 A.M. on the resolution given herein below, do hereby submit my report as under:

1. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 read with the rules made thereunder, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and National Company Law Tribunal ("NCLT") order dated 23 December, 2020, as corrected by a corrigendum dated 11 January, 2021 to order dated 23 December, 2020 relating to voting through remote e-voting and e-voting at the meeting through VC/OAVM by the Equity Shareholders of the Company on the Resolution contained in the Notice dated 12 January, 2021.
2. My responsibility as Scrutinizer is to ensure that voting process, in all modes, is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report, being this Report,



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of the total votes cast "in favour" and "against" the said Resolution, based on the reports generated from e-voting system provided by National Securities Depository Limited, the agency appointed by the Company to provide facilities for remote e-voting and e-voting at the meeting through VC/OAVM.

3. Further to the above, as per the aforesaid Notice dated 12 January, 2021 and based on the records provided by the management of the Company :
 - a) The Notice along with all annexures was sent on 13th January, 2021 by E-mail to all the equity shareholders who have registered their E-mail ID's with the Company/Registrar and Share Transfer Agents and physical copy of the Notice along with all annexures was sent by permitted mode to all the equity shareholders who have not registered their E-Mail ID's and whose names appear in the Register of Members / List of Beneficial Owners as on 31 December, 2020.
 - b) The requisite advertisements in terms of the said order of NCLT were published in "The Telegraph" (in English language) and in "Anandabazar Patrika" (in Bengali language), in their respective issues dated 14th January, 2021.
 - c) Equity Shareholders attending the meeting through VC/OAVM were counted for the purpose of reckoning the quorum.
 - d) The voting rights of the shareholders are accounted in proportion to their shareholding in the Company as on the close of the business hours of Friday, 8 January, 2021.
 - e) The Company had engaged the services of National Securities Depository Limited (www.evoting.nsdl.com) as the authorized agency to provide the e-voting facility.
 - f) The Equity Shareholders were provided with the facility and option of voting on the resolution for approval of the Scheme by casting their votes through e-voting at the meeting convened through VC/OAVM on Monday, 15 February, 2021 at 11:00 A.M and by remote electronic voting ("remote e-voting") during the period commencing from 10:30 A.M. on 21 January, 2021 and ending at 5:00 P.M. on 14 February, 2021.
 - g) Only those Shareholders present in the meeting through VC/OAVM facility and had not casted their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, were eligible to vote through e-voting system in the virtual meeting.
4. I now submit my report as hereunder :
 - a) I have relied on information provided by National Securities Depository Limited and Kfin Technologies Private Limited, Registrar and Share Transfer Agent, in relation to shareholders details including details regarding number of shares held and their respective voting details.
 - b) Full details of the voting through remote e-voting and e-voting at the meeting through VC/OAVM provided by National Securities Depository Limited were unblocked, after Meeting through VC / OAVM concluded on 15th February 2021 at 12:10 PM.



- c) There were no invalid votes for the said Meeting.
- d) Based on the details containing list of Members who have cast their votes on remote e-voting platform and e-voting at the meeting through VC/OAVM, as downloaded from the e-voting website of National Securities Depository Limited, certified by Kfin Technologies Private Limited and my scrutiny of the documents and information relating to voting in all modes, the results of the voting as per regulation 44 of SEBI (LODR) on the following Resolution, is given below :

RESOLUTION :

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of the Memorandum and Articles of Association of Britannia Industries Limited (“Applicant Company”) and subject to the sanction of the Kolkata Bench of the Hon’ble National Company Law Tribunal (hereinafter referred to as “the Tribunal”), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Applicant Company (herein after referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the Scheme of Arrangement between Britannia Industries Limited and its Members (“Scheme”) presented in Company Application (CAA) No.1447/KB/2020 filed by the Applicant Company before the Hon’ble Tribunal, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble Tribunal or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Board may deem fit and proper.”



Category	Mode of Voting	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	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)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0
Public-Institutions	E-Voting	7,51,64,157	5,93,65,449	78.9811	5,93,65,449	0	100.0000	0.0000	0	0
	Poll*		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		5,93,65,449	78.9811	5,93,65,449	0	100.0000	0.0000	0	0
Public-Non Institutions	E-Voting	4,39,51,247	3,01,886	0.6869	2,99,046	2,840	99.0592	0.9408	0	0
	Poll*		76	0.0002	76	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA
	Total		3,01,962	0.6871	2,99,122	2,840	99.0595	0.9405	0	0
	Total	24,08,68,296	18,14,20,303	75.3193	18,14,17,463	2,840	99.9984	0.0016	0	0

* Votes mentioned against Poll are the votes casted electronically through e-voting during the Meeting

Based on the foregoing, the Resolution was thus duly passed by requisite majority by the equity shareholders of the Company.

All relevant documents, records and papers relating to voting through remote e-voting, and e-voting at the meeting through VC/OAVM were handed over by me to the Chairperson of the meeting after its conclusion.

Thanking You,

Yours Faithfully,

Mohan Ram

CS Mohan Ram Goenka
Practicing Company Secretary
C.P. No : 2551
FCS : 4515



Place: Kolkata
Date: 17.02.2021
UDIN : F004515B003004556

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT KOLKATA

Company Application (CAA) No 1447/KB/2020

IN THE MATTER OF the Companies Act, 2013;

AND

IN THE MATTER OF an application under
Sections 230 to 232 of the said Act;

AND

IN THE MATTER OF Scheme of Arrangement
amongst Britannia Industries Limited and its
Members under Sections 230 to 232 and other
applicable provisions of the Companies Act,
2013;

AND

In the matter of Britannia Industries Limited
CIN: L15412WB1918PLC002964, a Company
incorporated under the Indian Companies Act,
1913 and existing within the meaning of the
Companies Act, 2013 having its registered
office at 5/1A, Hungerford Street Kolkata -700
017, West Bengal, India.

...Applicant Company

Voting Results of the Meeting of the Equity Shareholders and Commercial Paper Holders held on 15th February, 2021

Pursuant to an Order dated 23rd December, 2020, as corrected by a Corrigendum dated 11th January, 2021 to Order dated 23rd December, 2020 by the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal Order"), the Meetings of the Equity Shareholders and Commercial Paper Holders of the Company were held on 15th February, 2021 at 11:00 A.M and 2:00 P.M respectively through Video Conferencing ("VC"). The Equity Shareholders and Commercial Paper Holders have passed the resolution set out in the Notice convening the Meeting for Approval of the Scheme of Arrangement between Britannia Industries Limited and its Members under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

The votes cast through remote e-voting commencing from 10:30 A.M, Thursday, 21st January, 2021 to 5:00 P.M, Sunday, 14th February, 2021 and through e-voting at the aforesaid meetings are consolidated and based on the report of the Scrutinizer Mr. Mohan Ram Goenka, the following result is declared:

Equity Shareholders Meeting:

Mode of Voting	Invalid Votes		Valid Votes		Voted In Favour		Voted against	
	No. of share holders	No. of votes cast	No. of share holders	No. of votes cast	No. of share holders	No. of votes cast	No. of share holders	No. of votes cast
Remote e-voting	0	0	1,597	18,14,20,227	1,562	18,14,17,387	35	2,840
E-Voting at the Meeting	0	0	7	76	7	76	0	0
Total	0	0	1,604	18,14,20,303	1,569	18,14,17,463	35	2,840

% of Valid Votes						99.9984%		0.0016%
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Commercial Paper Holders Meeting:

Mode of Voting	Invalid Votes		Valid Votes		Voted In Favour		Voted against	
	No. of CP holders	No. of votes cast	No. of CP holders	No. of votes cast	No. of CP holders	No. of votes cast	No. of CP holders	No. of votes cast
Remote e-voting	0	0	3	11,000	3	11,000	0	0
E-Voting at the Meeting	0	0	2	9,000	2	9,000	0	0
Total	0	0	5	20,000	5	20,000	0	0
% of Valid Votes						100%		

It is hereby informed that the majority of members representing more than three-fourths in value have approved the Scheme of Arrangement.

It is hereby informed that Commercial Paper Holders have unanimously approved the Scheme of Arrangement.

Dated this 18th Day of February, 2021.

Manju Bhuteria

Mrs. Manju Bhuteria,
Advocate
Chairperson appointed for the Meeting

	BRITANNIA INDUSTRIES LTD
Date of the AGM/EGM	15-02-2021
Total number of shareholders on record date	291788
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	9*
Public:	91

*Associated Biscuits International Limited, one of the Promoters of the Company is holding shares of the Company in two different Demat Accounts. Accordingly, we have considered the Number of Promoters for the purpose of attendance and Voting Results as 9 instead of 8.

Resolution No.	1										
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the Scheme of Arrangement Amongst Britannia Industries Limited (the "Company") and its Members for Issue of unsecured, non-convertible, redeemable, fully paid-up debentures by way of bonus to the Members of the Company and payment of dividend to the Members of the Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.										
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)		NA	NA	NA	NA	NA	NA	NA	NA	NA
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	7,51,64,157	5,93,65,449	78.9811	5,93,65,449	0	100.0000	0.0000	0	0	
	Poll*		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA	NA
	Total		5,93,65,449	78.9811	5,93,65,449	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	4,39,51,247	3,01,886	0.6869	2,99,046	2,840	99.0592	0.9408	0	0	
	Poll*		76	0.0002	76	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	NA	NA	NA
	Total		3,01,962	0.6871	2,99,122	2,840	99.0595	0.9405	0	0	
Total		24,08,68,296	18,14,20,303	75.3193	18,14,17,463	2,840	99.9984	0.0016	0	0	

* Votes mentioned against Poll are the votes casted electronically through e-voting during the Meeting

The Scheme of Arrangement was approved by majority of Members representing three fourth in value of the equity shareholders of the Applicant Company, who voted through remote e-voting and e-voting conducted during the meeting.

Dated: 18th February, 2021

T.V. Thulsidass
Company Secretary

