



29th August, 2023

To,
The Manager,
Corporate Relations Department
BSE Limited, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001
Scrip Code: 500825

To,
The Manager,
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra-Kurla
Complex, Bandra (East), Mumbai – 400051
Scrip Code: BRITANNIA

Dear Sir/Madam,

Sub: Voting Results of the 104th Annual General Meeting ('AGM') of Britannia Industries Limited
Ref: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015')

This is to inform you that the 104th AGM of the Members of Britannia Industries Limited ('The Company') was held on Monday, 28th August, 2023 at 3:30 P.M. IST through Video Conferencing ('VC')/Other Audio Video Means ('OAVM') in accordance with the provisions of Companies Act, 2013 ('The Act'), the Rules made thereunder, read with General Circular No(s). 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 10/2022 dated 28th December, 2022 ('MCA Circulars') and SEBI Listing Regulations, 2015.

Pursuant to the aforementioned provisions, the Company had provided the remote e-voting facility between Friday, 25th August, 2023 (9:00 A.M. IST) and Sunday, 27th August, 2023 (5:00 P.M. IST) and e-voting facility at the AGM to all those Members present at the AGM.



Pursuant to Regulation 44 of the SEBI Listing Regulations, 2015, please find enclosed the voting results of the 104th AGM held on 28th August, 2023 at 3:30 P.M. IST through VC/OAVM along with the Scrutinizer's Report. All the resolutions set out in the Notice have been duly passed.

The Voting Results are also being uploaded on the website of the Company <https://britannia.co.in/investors>

Request you to kindly take the above information on records.

Yours faithfully,
For Britannia Industries Limited

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

Encl.: as above

	BRITANNIA INDUSTRIES LTD
Date of the AGM/EGM	28th August, 2023
Total number of shareholders on record date	286700
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	6
Public:	147

Resolution No.	1									
	<p>ORDINARY - To receive, consider and adopt the:</p> <p>a. Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon;</p> <p>b. Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2023, together with the Report of the Auditors thereon.</p>									
Resolution required: (Ordinary/ Special)										
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	8,08,41,784	6,58,54,296	81.4607	6,57,94,029	60,267	99.9085	0.0915	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		6,58,54,296	81.46071591	6,57,94,029	60,267	99.9085	0.0915	0.0915	0
Public- Non Institutions	E-Voting	3,82,73,620	4,10,194	1.0717	4,06,719	3,475	99.1528	0.8472	0	0
	Poll		2,44,707	0.6270	2,44,707	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,901	1.698740797	6,51,426	3,475	99.4694	0.5306	0.5306	0
Total		24,08,68,296	18,82,62,089	78.1598	18,81,98,347	63,742	99.9661	0.0339	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.									
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	0
Public- Institutions	E-Voting	8,08,41,784	6,84,24,515	84.6400	3,00,75,899	3,83,48,616	43.9549	56.0451	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		6,84,24,515	84.6400359	3,00,75,899	3,83,48,616	43.9549	56.0451	0	0
Public- Non Institutions	E-Voting	3,82,73,620	4,10,144	1.0716	4,09,273	871	99.7876	0.2124	0	0
	Poll		2,44,707	0.6394	2,44,707	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,851	1.710972205	6,53,980	871	99.8670	0.1330	0	0
Total		24,08,68,296	19,08,32,258	79.2268	15,24,82,771	3,83,49,487	79.9041	20.0959	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Varun Berry (DIN: 05208062) as Executive Vice-Chairman and Managing 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	8,08,41,784	6,66,46,280	82.4404	4,84,31,239	1,82,15,041	72.6691	27.3309	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		6,66,46,280	82.44038751	4,84,31,239	1,82,15,041	72.6691	27.3309	0	0
Public- Non Institutions	E-Voting	3,82,73,620	4,10,142	1.0716	4,09,283	859	99.7906	0.2094	0	0
	Poll		2,44,707	0.6394	2,44,707	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,849	1.710966979	6,53,990	859	99.8688	0.1312	0	0
Total	24,08,68,296	18,90,54,021	78.4885	17,08,38,121	1,82,15,900	90.3647	9.6353	0	0	

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Tanya Dubash (DIN: 00026028) as an 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	8,08,41,784	6,84,24,515	84.6400	3,17,31,778	3,66,92,737	46.3749	53.6251	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		6,84,24,515	84.6400359	3,17,31,778	3,66,92,737	46.3749	53.6251	0	0
Public- Non Institutions	E-Voting	3,82,73,620	4,10,142	1.0716	4,08,395	1,747	99.5740	0.4260	0	0
	Poll		2,44,707	0.6394	2,44,707	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,849	1.710966979	6,53,102	1,747	99.7332	0.2668	0	0
Total		24,08,68,296	19,08,32,256	79.2268	15,41,37,772	3,66,94,484	80.7713	19.2287	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Amendment of the Articles of Association 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	0
Public- Institutions	E-Voting	8,08,41,784	6,84,24,515	84.6400	6,84,21,912	2,603	99.9962	0.0038	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		6,84,24,515	84.6400359	6,84,21,912	2,603	99.9962	0.0038	0	0
Public- Non Institutions	E-Voting	3,82,73,620	4,10,140	1.0716	4,07,471	2,669	99.3492	0.6508	0	0
	Poll		2,44,707	0.6394	2,44,705	2	99.9992	0.0008	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,54,847	1.710961754	6,52,176	2,671	99.5921	0.4079	0	0
Total		24,08,68,296	19,08,32,254	79.2268	19,08,26,980	5,274	99.9972	0.0028	0	0

Resolution No.	6										
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of Remuneration payable to Cost Auditors of the Company for the Financial Year ending 31 March 2024										
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	0
Public- Institutions	E-Voting	8,08,41,784	6,83,50,444	84.5484	6,83,50,444	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		6,83,50,444	84.54841125	6,83,50,444	0	100.0000	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,82,73,620	4,10,132	1.0716	4,09,518	614	99.8503	0.1497	0	0	
	Poll		2,44,707	0.6394	2,44,707	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		6,54,839	1.710940852	6,54,225	614	99.9062	0.0938	0	0	
Total	24,08,68,296	19,07,58,175	79.1960	19,07,57,561	614	99.9997	0.0003	0	0		

To,
The Chairman
Britannia Industries Limited
CIN: L15412WB1918PLC002964
5/1A, Hungerford Street,
Kolkata - 700 017

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, at the 104th Annual General Meeting (AGM) of Britannia Industries Limited held on Monday, 28 August 2023 at 3:30 PM (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Britannia Industries Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting and e-voting process in respect of the below mentioned resolutions proposed at the 104th AGM of Britannia Industries Limited held on Monday, 28 August 2023 at 3:30 PM (IST) through VC/OAVM.

The notice dated 26 July, 2023, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with General Circular No(s) 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 5 May 2020 and 10/2022 dated 28 December 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars').

The Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting and e-voting at the AGM.

The remote e-voting period commenced on Friday, 25 August 2023 (9:00 A.M. IST) and ended on Sunday, 27 August 2023 (5:00 P.M. IST) and the NSDL remote e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the “cut-off” date of Monday, 21 August 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the e-voting at the AGM is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting and the e-voting at the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- a. **Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon;**
- b. **Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2023, together with the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,754	18,81,98,347	99.97

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	63,742	0.03

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
980	15,24,82,771	79.90

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
787	3,83,49,487	20.10

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution**Re-appointment of Mr. Varun Berry (DIN: 05208062) as Executive Vice-Chairman and Managing Director of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,467	17,08,38,121	90.36

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
307	1,82,15,900	9.64

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Special Resolution**Re-appointment of Ms. Tanya Dubash (DIN: 00026028) as an Independent Director of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,013	15,41,37,772	80.77

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
751	3,66,94,484	19.23

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Special Resolution**Amendment of the Articles of Association of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,735	19,08,26,980	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	5,274	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 6: Ordinary Resolution**Ratification of Remuneration payable to Cost Auditors of the Company for the Financial Year ending 31 March 2024**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,739	19,07,57,561	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
21	614	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

Mitesh Dilip
Dhabliwala

Digitally signed by Mitesh Dilip
Dhabliwala
Date: 2023.08.28 19:47:26 +05'30'

Mitesh Dhabliwala
Parikh & Associates
Practising Company Secretaries
FCS: 8331 CP No.: 9511
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053
Place: Mumbai
Dated: August 28, 2023
UDIN: F008331E000881412
P/R No.: 1129/2021