



12th August, 2024

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

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

Dear Sir/Madam,

Sub : Voting Results of the 105th 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 105th AGM of the Members of Britannia Industries Limited ('The Company') was held today i.e., Monday, 12th August, 2024 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 and 09/2023 dated 25th September 2023 ('MCA Circulars') and SEBI Listing Regulations, 2015.

Pursuant to the aforementioned provisions, the Company had provided the remote E-voting facility between Friday, 9th August, 2024 (9:00 A.M. IST) and Sunday, 11th August, 2024 (5:00 P.M. IST) and E-voting facility at the AGM to all those Members present at the AGM.

In accordance with Regulation 44 of the SEBI Listing Regulations, 2015, we enclose herewith the voting results of the 105th AGM held today i.e., Monday, 12th August, 2024 at 3:30 P.M. IST through VC/OAVM along with the Scrutinizer's Report. All the resolutions set out in the Notice convening the 105th AGM have been duly passed with requisite majority.

The Voting Results along with the Scrutinizer's Report are also being uploaded on the website of the Company at www.britannia.co.in/investors/shareholders-information/general-meetings.

Request you to 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	12-08-2024
Total number of shareholders on record date	262929
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:	8
Public:	160

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements along with Reports of the Board and Auditors thereon.									
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	8,24,05,116	7,03,63,578	85.3874	6,99,53,132	4,10,446	99.4166	0.5833	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		7,03,63,578	85.3874	6,99,53,132	4,10,446	99.4167	0.5833	0	0
Public- Non Institutions	E-Voting	3,67,10,288	35,93,102	9.7877	35,92,776	326	99.9909	0.0090	0	0
	Poll		2,278	0.0062	1,724	554	75.6804	24.3195	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		35,95,380	9.7939	35,94,500	880	99.9755	0.0245	0	0
Total		24,08,68,296	19,57,11,850	81.2526	19,53,00,524	4,11,326	99.7898	0.2102	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Final Dividend.									
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	8,24,05,116	7,08,31,004	85.9546	6,98,96,064	9,34,940	98.6800	1.3199	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		7,08,31,004	85.9546	6,98,96,064	9,34,940	98.6800	1.3200	0	0
Public- Non Institutions	E-Voting	3,67,10,288	35,92,997	9.7874	35,92,882	115	99.9967	0.0032	0	0
	Poll		2,278	0.0062	2,264	14	99.3854	0.6145	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		35,95,275	9.7936	35,95,146	129	99.9964	0.0036	0	0
Total		24,08,68,296	19,61,79,171	81.4467	19,52,44,102	9,35,069	99.5234	0.4766	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Ness N. Wadia (DIN:00036049) as a Non-Executive Non-Independent Director, liable to retire by rotation.									
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	8,24,05,116	7,08,18,369	85.9393	5,10,08,960	1,98,09,409	72.0278	27.9721	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		7,08,18,369	85.9393	5,10,08,960	1,98,09,409	72.0279	27.9721	0	0
Public- Non Institutions	E-Voting	3,67,10,288	35,92,995	9.7874	35,92,222	773	99.9784	0.0215	0	0
	Poll		2,278	0.0062	1,724	554	75.6804	24.3195	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		35,95,273	9.7936	35,93,946	1,327	99.9631	0.0369	0	0
Total	24,08,68,296	19,61,66,534	81.4414	17,63,55,798	1,98,10,736	89.9011	10.0989	0	0	

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Dr. Urjit Patel (DIN:00175210) 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	8,24,05,116	7,08,18,369	85.9393	6,93,37,519	14,80,850	97.9089	2.0910	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		7,08,18,369	85.9393	6,93,37,519	14,80,850	97.9089	2.0911	0	0
Public- Non Institutions	E-Voting	3,67,10,288	35,92,995	9.7874	35,91,975	1,020	99.9716	0.0283	0	0
	Poll		2,278	0.0062	1,724	554	75.6804	24.3195	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		35,95,273	9.7936	35,93,699	1,574	99.9562	0.0438	0	0
Total		24,08,68,296	19,61,66,534	81.4414	19,46,84,110	14,82,424	99.2443	0.7557	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Sunil Siddharth Lalbhai (DIN:00045590) 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	8,24,05,116	7,08,18,369	85.9393	5,98,67,050	1,09,51,319	84.5360	15.4639	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		7,08,18,369	85.9393	5,98,67,050	1,09,51,319	84.5360	15.4640	0	0
Public- Non Institutions	E-Voting	3,67,10,288	35,92,975	9.7874	35,89,291	3,684	99.8974	0.1025	0	0
	Poll		2,278	0.0062	1,724	554	75.6804	24.3195	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		35,95,253	9.7936	35,91,015	4,238	99.8821	0.1179	0	0
Total		24,08,68,296	19,61,66,514	81.4414	18,52,10,957	1,09,55,557	94.4152	5.5848	0	0

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY- Ratification of Remuneration of Cost Auditors of the Company for the Financial Year ending 31 March 2025.									
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	8,24,05,116	7,07,87,050	85.9013	7,03,32,259	4,54,791	99.3575	0.6424	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		7,07,87,050	85.9013	7,03,32,259	4,54,791	99.3575	0.6425	0	0
Public- Non Institutions	E-Voting	3,67,10,288	35,92,974	9.7874	35,92,203	771	99.9785	0.0214	0	0
	Poll		2,278	0.0062	2,264	14	99.3854	0.6145	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		35,95,252	9.7936	35,94,467	785	99.9782	0.0218	0	0
Total		24,08,68,296	19,61,35,194	81.4284	19,56,79,618	4,55,576	99.7677	0.2323	0	0

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

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, at the 105th Annual General Meeting (AGM) of Britannia Industries Limited held on Monday, August 12, 2024 at 3:30 P.M. 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 ('the Company') 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 105th AGM of the Company held on Monday, August 12, 2024 at 3:30 P.M. IST through VC/OAVM.

The notice dated July 02, 2024, 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 09/2023 dated 25 September 2023 ('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, August 09, 2024, 9:00 A.M. IST and ended on Sunday, August 11, 2024, 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 Members of the Company holding shares as on the 'cut-off' date i.e., Monday, August 05, 2024 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 votes cast through remote e-voting and e-voting at the meeting 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 a 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 said 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 consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 March 2024, together with the Reports of the Board of Directors and 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
1,690	19,53,00,524	99.79

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	4,11,326	0.21

(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 declare Final Dividend of 7350% i.e., ₹73.50/- per equity share of face value of ₹1/- each for the financial year ended 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
1,691	19,52,44,102	99.52

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
21	9,35,069	0.48

(iii) **Invalid** votes:

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

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Ness N. Wadia (DIN:00036049), 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
1,223	17,63,55,798	89.90

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
496	1,98,10,736	10.10

(iii) **Invalid** votes:

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

Resolution 4: Special Resolution**Appointment of Dr. Urjit Patel (DIN: 00175210) 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 by them	% of total number of valid votes cast
1,633	19,46,84,110	99.24

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
77	14,82,424	0.76

(iii) **Invalid** votes:

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

Resolution 5: Special Resolution**Appointment of Mr. Sunil Siddharth Lalbhai (DIN: 00045590) 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 by them	% of total number of valid votes cast
1,369	18,52,10,957	94.42

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
349	1,09,55,557	5.58

(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 of Cost Auditors of the Company for the Financial Year ending 31 March 2025.**(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
1,685	19,56,79,618	99.77

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	4,55,576	0.23

(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 Dhhabliwala
Digitally signed by
Mitesh Dilip Dhhabliwala
Date: 2024.08.12
23:01:31 +05'30'

Mitesh Dhhabliwala
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 12, 2024
UDIN: F008331F000959919
P/R No.: 1129/2021