

7th July, 2020

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 101st Annual General Meeting (AGM)
Ref: Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

This is to inform you that the 101st Annual General Meeting of the Company was held on 7th July, 2020 at 11:00 A.M through Video Conference (VC) / Other Audio Video Means (OAVM) in accordance with the provisions of Companies Act, 2013 read with Ministry of Corporate Affairs (MCA) Circular dated 5 May 2020, 8 April 2020 and 13 April 2020 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 12 May 2020.

Pursuant to the aforementioned provisions, the Company provided the remote e-voting facility between Saturday, 4 July 2020 (9:00 A.M. IST) and Monday, 6 July 2020 (5:00 P.M. IST) and e-voting facility at the AGM to all those Members present at the AGM and who have not cast their votes through remote e-voting.

The Company had appointed Mr. Mitesh Dhaliwala, M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 101st AGM have been duly approved by the Shareholders with requisite majority.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of the 101st AGM held on 7th July, 2020 at 11:00 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") along with the scrutinizers report.

Request you to kindly take the above information on records.

Thanking You.

Yours faithfully,
For Britannia Industries Limited



T V Thulsidas
Company Secretary
Membership No.: A20927



Encl: As above

BRITANNIA INDUSTRIES LIMITED

Date of the AGM	07-07-2020
Total number of shareholders on record date	191497
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/Other Audio Visual Means:	
Promoters and Promoter Group:	8
Public:	167

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31 March 2020 together with the Reports of the Board of Directors and the 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
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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000
Public- Institutions	E-Voting	7,36,96,531	5,42,14,301	73.5643	5,42,12,341	1,960	99.9964	0.0036
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,42,14,301	73.5643	5,42,12,341	1,960	99.9964	0.0036
Public- Non Institutions	E-Voting	4,51,02,207	27,48,398	6.0937	27,48,192	206	99.9925	0.0075
	Poll*		3,036	0.0067	1,911	1,125	62.9446	37.0554
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,51,434	6.1004	27,50,103	1,331	99.9516	0.0484
Total		24,05,51,630	17,87,18,627	74.2953	17,87,15,336	3,291	99.9982	0.0018

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



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the Interim Dividend paid for FY 2019-20.							
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
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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000
Public- Institutions	E-Voting	7,36,96,531	5,93,11,845	80.4812	5,93,11,845	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,93,11,845	80.4812	5,93,11,845	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,51,02,207	27,48,392	6.0937	27,47,185	1,207	99.9561	0.0439
	Poll*		3,036	0.0067	3,036	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,51,428	6.1004	27,50,221	1,207	99.9561	0.0439
Total		24,05,51,630	18,38,16,165	76.4144	18,38,14,958	1,207	99.9993	0.0007

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

Thulika



Resolution No.	3							
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?	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
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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000
Public- Institutions	E-Voting	7,36,96,531	5,79,12,518	78.5824	5,56,74,894	22,37,624	96.1362	3.8638
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,79,12,518	78.5824	5,56,74,894	22,37,624	96.1362	3.8638
Public- Non Institutions	E-Voting	4,51,02,207	27,47,570	6.0919	27,47,128	442	99.9839	0.0161
	Poll*		3,036	0.0067	3,036	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,50,606	6.0986	27,50,164	442	99.9839	0.0161
Total		24,05,51,630	18,24,16,016	75.8324	18,01,77,950	22,38,066	98.7731	1.2269

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



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Statutory Auditors and to fix their remuneration.							
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
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
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,17,52,892	100.0000	12,17,52,892	0	100.0000	0.0000
Public- Institutions	E-Voting	7,36,96,531	5,92,48,839	80.3957	5,90,55,165	1,93,674	99.6731	0.3269
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,92,48,839	80.3957	5,90,55,165	1,93,674	99.6731	0.3269
Public- Non Institutions	E-Voting	4,51,02,207	27,48,302	6.0935	27,48,081	221	99.9920	0.0080
	Poll*		3,036	0.0067	3,036	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,51,338	6.1002	27,51,117	221	99.9920	0.0080
Total		24,05,51,630	18,37,53,069	76.3882	18,35,59,174	1,93,895	99.8945	0.1055

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



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Industrial
Estate, Off Link Road, Above Shabari
Restaurant, Andheri (W), Mumbai :
400053
Tel No 26301232 / 26301233 /
26301240
Email: cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Britannia Industries Limited
5/1A, Hungerford Street,
Kolkata, West Bengal - 700 017

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote 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 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting at the 101st Annual General Meeting of Britannia Industries Limited held on Tuesday, July 07, 2020 at 11.00 A.M. 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 conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 101st Annual General Meeting ("AGM") of Britannia Industries Limited on Tuesday, July 07, 2020 at 11.00 a.m. through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process at the said AGM.

The notice dated June 02, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions 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 the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the services of National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company and e-voting at the said AGM.

Continuation Sheet

The remote e-voting period commenced on Saturday, July 04, 2020 (9:00 a.m. IST) and ended on Monday, July 06, 2020 (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 Tuesday, June 30, 2020 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 were 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. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon;

b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020, 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
1,018	17,87,15,336	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
7	3,291	0.00

(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 confirm the interim dividend paid for FY 2019-20.

(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
1,044	18,38,14,958	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
7	1,207	0.00

(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. 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
922	18,01,77,950	98.77

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
114	22,38,066	1.23

(iii) **Invalid** votes:

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

Resolution 4: Ordinary Resolution**To appoint Statutory Auditors and to fix their remuneration.**(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
1,028	18,35,59,174	99.89

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
21	1,93,895	0.11

(iii) **Invalid** votes:

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

Shareholders who have split their votes in "assent" as well as "dissent", while their votes are taken as cast, they have been counted only once for the purpose of number of members under the head "assent".

Thanking you,
Yours faithfully,

**Mitesh
Dhabliwala**

Digitally signed by Mitesh Dhabliwala
DN: c=IN, o=Personal, postalCode=400056,
st=Maharashtra,
2.5.4.0=3d8e8136c49c0a2d448dd81e0a324bccdda
8397ae00205ac7cb12d6b568b7f9,
serialNumber=276a7ae95c804fa7001ebcf53a8edc03
272c35d8e0558851e40027f5756775fa, cn=Mitesh
Dhabliwala
Date: 2020.07.07 16:27:13 +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: July 07, 2020