

14th November, 2022

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| <p>1. The Secretary
BSE Limited
Phiroze Jeejeebhoy
Towers, Dalal Street
Fort, Mumbai - 400 023</p> | <p>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</p> |
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Dear Sir/Madam,

Sub: Voting Results of Postal Ballot

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force and applicable circulars issued by Ministry of Corporate Affairs, the Company conducted the Postal Ballot (through remote e-voting) for seeking the approval of the Members on the following resolutions:

- Ordinary Resolution: Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Director of the Company.
- Ordinary Resolution: Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Whole-Time Director designated as Executive Director and Chief Executive Officer of the Company.

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

The aforementioned resolutions have been passed with requisite majority on Friday, 11th November, 2022 which was the last date of remote e-voting provided for Postal Ballot.

Request you to take the above information on records

Yours faithfully,

For Britannia Industries Limited



T V Thulsidass
Company Secretary

Encl: As above



	BRITANNIA INDUSTRIES LTD
Date of AGM/EGM	
Last date specified for casting votes through remote e-voting for passing resolutions by Postal Ballot	11-11-2022
Total number of shareholders on record date	293762
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:	Not Applicable
Public:	Not Applicable


Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a 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	0
Public- Institutions	E-Voting	8,03,60,636	7,19,43,702	89.5260	7,10,29,049	9,14,653	98.7287	1.2713	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		7,19,43,702	89.5260	7,10,29,049	9,14,653	98.7287	1.2713	0	0	
Public- Non Institutions	E-Voting	3,87,54,768	2,46,996	0.6373	2,39,392	7,604	96.9214	3.0785	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		2,46,996	0.6373	2,39,392	7,604	96.9214	3.0785	0	0	
Total		24,08,68,296	19,39,43,590	80.5185	19,30,21,333	9,22,257	99.5245	0.4755	0	0	

Resolution No.	2
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Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Whole-Time Director designated as Executive Director and Chief Executive Officer 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	8,03,60,636	7,19,43,702	89.5260	4,68,69,365	2,50,74,337	65.1473	34.8527	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		7,19,43,702	89.5260	4,68,69,365	2,50,74,337	65.1473	34.8527	0	0
Public- Non Institutions	E-Voting	3,87,54,768	2,46,839	0.6369	2,39,334	7,505	96.9596	3.0404	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		2,46,839	0.6369	2,39,334	7,505	96.9596	3.0404	0	0
Total		24,08,68,296	19,39,43,433	80.5185	16,88,61,591	2,50,81,842	87.0674	12.9326	0	0

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PARIKH & ASSOCIATES
COMPANY SECRETARIES

November 14, 2022

To,
Britannia Industries Limited
5/1A, Hungerford Street,
Kolkata - 700 017.

Kind Attn: T. V. Thulsidass

Sub.: Report on Postal Ballot Voting of Britannia Industries Limited.

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Ordinary Resolutions placed before the members for:

1. Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Director of the Company.
2. Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Whole-Time Director designated as Executive Director and Chief Executive Officer of the Company.

I now enclose the following:

- a) My report to the Board of Directors of the Company on the result of the postal ballots received from shareholders only through the electronic voting process (remote e-voting).
- b) The register showing the particulars of the e-votes registered on National Securities Depository Limited ("NSDL") e-voting system in respect of the said Resolutions.

Thanking you.



Yours faithfully,

Mitesh Dhaliwala
Parikh & Associates

Encl.: As above.





To,
The Board of Directors
Britannia Industries Limited
5/1A, Hungerford Street,
Kolkata - 700 017.

Report of Scrutinizer

I, Mitesh Dhabliwala, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 8331), having my office at 111, 11th 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 Ordinary Resolutions placed before the members for:

1. Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Director of the Company.
2. Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Whole-Time Director designated as Executive Director and Chief Executive Officer of the Company.

Pursuant to the Notice dated September 23, 2022, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") including any statutory modifications, amendments or re-enactment(s) thereof for the time being in force, the Resolutions appended below are proposed to be passed as Ordinary Resolutions by the Members of Britannia Industries Limited (the "Company") by means of postal ballot ("Postal Ballot") only through electronic means ("remote e-voting").

The Notice dated September 23, 2022 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned Resolutions, as confirmed by the Company, were sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail addresses were available with the Company as on Friday, October 07, 2022 ("cut-off date").



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The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, October 07, 2022 were entitled to vote on the Resolutions as contained in the Notice.

The voting period for remote e-voting commenced on Thursday, October 13, 2022, at 9:00 A.M. (IST) and ended on Friday, November 11, 2022 at 5:00 P.M. (IST) and the NSDL e-voting module was disabled thereafter.

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, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolutions.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through remote e-voting in respect of the following Ordinary Resolutions.



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Resolution 1: Ordinary Resolution

Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a 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
2,557	19,30,21,333	99.52

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
143	9,22,257	0.48

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Number of valid votes cast (Shares)
NIL	NIL



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Resolution 2: Ordinary Resolution

Appointment of Mr. Rajneet Singh Kohli (DIN: 09743554) as a Whole-Time Director designated as Executive Director and Chief Executive Officer 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
2,090	16,88,61,591	87.07

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
606	2,50,81,842	12.93

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Number of valid votes cast (Shares)
NIL	NIL



Signature:

Name: Mitesh Dhaliwala

Scrutinizer

FCS: 8331 CP: 9511

UDIN: F008331D001651731

PR: 1129/2021

Dated: November 14, 2022

Place: Mumbai

