



9th August, 2016

1. The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai 400 023
Fax No: 022-22722039/3121/3132
22723719 / 2037
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
Fax No: 022-26598237 / 8238

Dear Sir,

Sub: Outcome of the 97th Annual General Meeting (AGM) held on 8th August, 2016

With reference to the subject cited above and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as SEBI (LODR) Regulations, 2015], please find enclosed the following:

- Summary of proceedings as required under Part A of Schedule III of Regulation 30 of SEBI (LODR) Regulations, 2015.
- Voting Results as required under Regulation 44 of the SEBI (LODR) Regulations, 2015.
- Report of the scrutinizer dated 9th August, 2016 in accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto.

Request you to take the same on records.

Yours faithfully,
For Britannia Industries Limited


Rajesh Arora
Company Secretary



Encl: as above



Summary of the proceedings of the 97th Annual General Meeting

The 97th AGM of the Members of Britannia Industries Limited ('the Company') was held on Monday, 8 August, 2016 at 11.00 A.M at Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata - 700 098. Mr. Nusli N Wadia (the Chairman) chaired the meeting and welcomed the Members at the 97th AGM of the Company. The Chairman called the Meeting to order and as the requisite quorum was present, he conducted the proceedings of the Company.

With the approval of the Members present, the Notice convening the Meeting, Directors Report and Audited Financial Statements for the financial year ended 31 March, 2016 and Auditors Report was taken as read by the Chairman.

The Chairman delivered his speech and addressed the shareholders on the performance of the Company. Thereafter, the Chairman answered all the queries raised by the Members and the following items of business as per the Notice of AGM were transacted at the meeting:

1. Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31 March, 2016 and the Reports of the Directors and Auditors thereon.
2. Declaration of Dividend for the financial year ended 31 March, 2016.
3. Appointment of Mr. Nusli N Wadia (holding DIN: 00015731) as a director, liable to retire by rotation
4. Appointment of M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company.

The Chairman stated that in compliance with the provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto; Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company had provided remote electronic voting facility to the Members entitled to cast their vote at the Annual General Meeting between 4 August, 2016 (9:00 A.M) and 7 August, 2016 (5:00 P.M) and has also provided facility of voting through poll at the AGM on 8th August, 2016.

The Chairman further stated that Mr. Arup Kumar Roy, Company Secretary in Practice is appointed as a scrutinizer to scrutinize the remote e-voting and poll process at the AGM.

The Chairman authorized the Company secretary to declare the results of voting.

Based on the consolidated report of the scrutinizer, all the resolutions as set out in the notice have been duly approved by the Members with requisite majority.



**Voting Results – Regulation 44 of the SEBI (LODR) Regulations, 2015**

Pursuant to provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015, the requisite information relating to the 97th Annual General Meeting (AGM) of the Company is given below:

Date of the AGM	8 th August, 2016
Total number of shareholders on record date	82,846
No. of Shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none">• Promoters and Promoter Group• Public	9 4,741
No. of Shareholders attended the Meeting through Video Conferencing <ul style="list-style-type: none">• Promoters and Promoter Group• Public	NIL



Voting Results

- 1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31 March,2016 and the Reports of the Directors and Auditors thereon**

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
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	60872896	60872896	100.0000	60872896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public-Institutions	E-Voting	33204476	19670587	59.2408	19670587	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	25898443	1422120	5.4906	1422041	79	99.9944	0.0056
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	119975815	81965603	68.3184	81965524	79	99.9999	0.0001



2. To declare dividend for the financial year ended 31 March, 2016

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
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	60872896	60872896	100.0000	60872896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public-Institutions	E-Voting	33204476	20415812	61.4851	20415812	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	25898443	1421938	5.4906	1421931	7	99.9995	0.0005
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	119975815	82710646	68.9394	82710639	7	100.0000	0.0000



3. To appoint a Director in place of Mr.Nusli N Wadia (holding 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.

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
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	60872896	60872896	100.0000	60872896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public-Institutions	E-Voting	33204476	19415565	58.4727	17417791	1997774	89.7104	10.2895
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	25898443	1421972	5.4906	1421851	121	99.9915	0.0085
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		119975815	81710433	68.1058	79712538	1997895	97.5549	2.4451



4. To appoint M/s B S R & Co. LL.P., Chartered Accountants, as Statutory Auditors of the Company.

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
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	60872896	60872896	100.0000	60872896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public-Institutions	E-Voting	33204476	20415812	61.4851	20415812	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	25898443	1421972	5.4906	1417985	3987	99.7196	0.2804
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	119975815	82710680	68.9395	82706693	3987	99.9952	0.0048





Report of Scrutinizer E- Voting Process

[Pursuant to rule Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Nusli N Wadia
Chairman
Britannia Industries Limited
5/1A, Hungerford Street, Kolkata - 700 017

Dear Sir,

Sub: Scrutinizer's Report on Remote E-Voting Process conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended for 97th Annual General Meeting.

The Board of Directors of Britannia Industries Limited ('the Company') have vide resolution passed on 20th May, 2016 decided to provide to the Members of the Company, a facility to exercise their right to vote by way of Electronic means on the resolutions as set out in the Notice of 97th Annual General Meeting of the Company held on Monday, 8th August 2016 as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

I, Arup Kumar Roy, Company Secretary in Practice having Membership No. ACS 6784 have been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed on 20th May, 2016 as required under Section 108 of the Companies Act, 2013 read with Rule 20(x) of the Companies (Management and Administration) Rules, 2014, as amended for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice convening the 97th Annual General Meeting of the Company to be held on Monday, 8th August, 2016.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions set out in the Notice for the 97th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to ensure that the remote e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by the National Securities Depository Limited (NSDL) the authorized agency to provide remote e-voting facilities, engaged by the Company.

The Notice dated 20th May, 2016 convening the 97th Annual General Meeting of the Company to be held on Monday, 8th August, 2016 was sent to Members of the Company.

The Members holding shares as on the cut off date i.e 1st August, 2016 were entitled to vote on the proposed 4 (four) resolutions as mentioned in the Notice dated 20th May, 2016 of the 97th Annual General Meeting of the Company.



In this regard, I submit my report as under:-

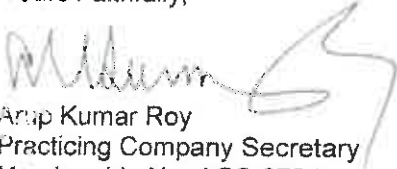
1. The remote e-voting period remained open from Thursday, 4th August, 2016 (9:00 A.M.) and ended on Sunday, 7th August 2016 (5:00 P.M.).
2. At the end of the remote e-voting period, I have unblocked the electronic votes in the presence of two witnesses, Ms. Sonia Shahdadpuri residing at 26B, Dr. Suresh Sarkar Road, Kolkata – 700014, and Ms. Ankita Dutta, residing at AC/96, Salt Lake, Sector- 1, Kolkata 700 064 who are not in employment of the Company.
3. The details containing list of Members who voted 'for' or 'against' each of the resolution that were put to vote were downloaded from the remote e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. We have scrutinized the votes casted through electronic means for the purpose of this Report.
5. The particulars of all the electronic votes casted by the Members through remote e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the remote e-voting is as per annexure attached herewith.
7. The Registers, all other paper and relevant record relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Recommendations:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours Faithfully,


Anup Kumar Roy
Practicing Company Secretary
Membership No. ACS 6784
CP No. 9597



Place: Kolkata

Date: 8th August, 2016

Encl :



Form No. MGT 13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
Mr. Nusli N.Wadia
Britannia Industries Limited.
5/1, Hungerford Street
Kolkata 700 017

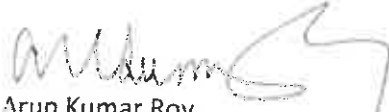
Dear Sir,

I, Arup Kumar Roy, Practicing Company Secretary (Membership No. ACS 6784) was appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 97th Annual General Meeting of the Equity Shareholders of Britannia Industries Limited held on Monday, 8th August, 2016 at 11 A.M. at the Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata 700 098, submit as under.

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes were kept for polling and the same were locked in my presence with due identification marks placed on the same.
2. The poll papers were made available to the members present at the meeting for casting their votes who could not cast their vote electronically.
3. Upon the conclusion of the meeting the ballot boxes were unlocked in the presence of two witnesses and it was found that no members had cast any vote.

Thanking You,

Yours faithfully,


Arup Kumar Roy
Company Secretary in Practice
(Scrutinizer)



Place: Kolkata
Date: 8th August, 2016

**Annexure to the Scrutinizer's Report
Result of Voting through Electronic Means**

Reso. No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
			Voting in Favour (Assent)			Voted Against (Dissent)			No. of members voted	No. of votes casted
			No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes		
ORDINARY BUSINESS										
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 st March, 2016 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	557	81965524	99.999	4	79	0.001	0	0
2	Declaration of dividend for the financial year ended 31 st March, 2016	Ordinary	560	82710639	100.00	2	7	0.00	0	0
3	Appoint a Director in place of Mr. Nushi N Wadia (holding DIN 00015731) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	490	79712538	97.56	58	1997895	2.44	0	0
4	Appoint M/s BSR & Co.LLP, Chartered Accountants, as Statutory Auditors of the Company	Ordinary	552	82706693	99.985	11	3987	0.005	0	0

ARUP KR. ROY

Arup Kr. Roy
PRACTISING COMPANY SECRETARY
ACS 6784 * COP 9597



**Annexure to Scrutinizer's Report
Result of Poll Conducted at 97th Annual General Meeting of
Britannia Industries Limited held on Monday, 8th August, 2016**

Sl. No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
			Voted in Favour (Assent)			Voted Against (Dissent)			No. of members voted	No. of votes casted
			No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes		
1	Adoption of Audited Statement of Profit and Loss for the year ended 31st March, 2016 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Declaration of dividend for the financial year ended 31 st March, 2016	Ordinary	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Appoint a Director in place of Mr. Nusli Wadia (holding DIN 00015731) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	Appoint M/s. BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company	Ordinary	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

ARUP K. ROY

Arup K. Roy
PRACTISING COMPANY SECRETARY
ACS 6784 * COP 9597



**Consolidated Voting Results of 97th Annual General Meeting of
Britannia Industries Limited (E- Voting and Poll at AGM)**

Resol ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
			Voted in Favour (Assent)			Voted Against (Dissent)			No. of members voted	No. of votes casted
			No. of members voted	No of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes		
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 st March, 2016 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	557	81965524	99.999	4	79	0.001	0	0
2	Declaration of dividend for the financial year ended 31 st March, 2016	Ordinary	560	82710639	100.00	2	7	0.00	0	0
3	Appoint a Director in place of Mr. Nushi N Wadia (holding DIN 00015731) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	490	79712538	97.56	58	1997895	2.44	0	0
4	Appoint M/s BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company	Ordinary	552	82706693	99.995	11	3987	0.005	0	0

ARUP KR. ROY

Arup Kr. Roy
PRACTISING COMPANY SECRETARY
ACS 5784 * COP 9597

