



9<sup>th</sup> August, 2017

1. The Secretary  
BSE Limited  
Phiroze Jeejeebhoy  
Towers, Dalal Street  
Fort, Mumbai - 400 023
  
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 98<sup>th</sup> Annual General Meeting (AGM)**  
**Ref: Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements)**  
**Regulations, 2015**

With reference to the above subject and pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of the 98<sup>th</sup> AGM held on 7<sup>th</sup> August, 2017 along with scrutinizer's report.

Request you to take the same on records.

Yours faithfully,  
**For Britannia Industries Limited**

  
**Chirag Kalia**  
**Assistant Company Secretary**

Encl: As above

	BRITANNIA INDUSTRIES LTD
Date of the AGM/EGM	07-08-2017
Total number of shareholders on record date	77736
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	4637
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 - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the financial year ended 31 March, 2017 and the Reports of the Directors 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
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
	Total		60872896	100	60872896	0	100	0
Public- Institutions	E-Voting	34961371	20292892	58.0438	20292892	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
	Total		20292892	58.0438	20292892	0	100	0
Public- Non Institutions	E-Voting	24224881	1629096	6.7249	1629032	64	99.9960	0.0039
	Poll		1567	0.0065	1567	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1630663	6.7314	1630599	64	99.9961	0.0039
Total		120059148	82796451	68.9631	82796387	64	99.9999	0.0001



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend for the financial year ended 31 March 2017							
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
	Total		60872896	100	60872896	0	100	0
Public- Institutions	E-Voting	34961371	21161130	60.5272	21161130	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
	Total		21161130	60.5272	21161130	0	100	0
Public- Non Institutions	E-Voting	24224881	1629140	6.7251	1629042	98	99.9939	0.0060
	Poll		1567	0.0065	1567	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1630707	6.7316	1630609	92	99.994	0.006
Total		120059148	83664733	69.6863	83664635	98	99.9999	0.0001



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors 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
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
	Total		60872896	100	60872896	0	100	0
Public- Institutions	E-Voting	34961371	21143130	60.4757	21143130	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
	Total		21143130	60.4757	21143130	0	100	0
Public- Non Institutions	E-Voting	24224881	1627839	6.7197	1627743	96	99.9941	0.0058
	Poll		1567	0.0065	1567	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1629406	6.7262	1629310	96	99.9941	0.0058
<b>Total</b>		<b>120059148</b>	<b>83645432</b>	<b>69.6702</b>	<b>83645336</b>	<b>96</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the appointment of Dr. Ajay Shah (DIN: 01141239) as an Independent Director.							
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
	Total		60872896	100	60872896	0	100	0
Public- Institutions	E-Voting	34961371	20320249	58.1220	20299049	21200	99.8956	0.1043
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20320249	58.122	20299049	21200	99.8957	0.1043
Public- Non Institutions	E-Voting	24224881	1626224	6.7130	1626003	221	99.9864	0.0135
	Poll		1567	0.0065	1567	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1627791	6.7195	1627570	221	99.9864	0.0136
<b>Total</b>		<b>120059148</b>	<b>82820936</b>	<b>68.9834</b>	<b>82799515</b>	<b>21421</b>	<b>99.9741</b>	<b>0.0259</b>



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the appointment of Dr. Y.S.P Thorat (DIN: 02652734) as an Independent Director.							
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
	Total		60872896	100	60872896	0	100	0
Public- Institutions	E-Voting	34961371	20320249	58.1220	20299049	21200	99.8956	0.1043
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20320249	58.122	20299049	21200	99.8957	0.1043
Public- Non Institutions	E-Voting	24224881	1626231	6.7131	1622640	3591	99.7791	0.2208
	Poll		1567	0.0065	1567	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1627798	6.7196	1624207	3591	99.7794	0.2206
Total		120059148	82820943	68.9835	82796152	24791	99.9701	0.0299





### Consolidated Scrutinizer's Report

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

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

Dear Sir,

**Sub: Scrutinizer's Report on Remote E-Voting and Poll 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 98<sup>th</sup> Annual General Meeting.**

The Board of Directors of Britannia Industries Limited ('the Company') vide their resolution dated 25<sup>th</sup> May, 2017 resolved to provide to the Members of the Company, a facility to exercise their right to vote by way of remote electronic means and Poll on the resolutions as set out in the Notice of 98<sup>th</sup> Annual General Meeting of the Company held on Monday, 7<sup>th</sup> August 2017 in accordance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Secretarial Standard -2 issued by Institute of Company Secretaries of India.

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 their resolution dated 25<sup>th</sup> May, 2017 to scrutinize the remote e-voting process and Poll in a fair and transparent manner.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and Poll. My responsibility as a scrutinizer is restricted to ensure that the remote e-voting process and Poll 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 and the Poll conducted at the AGM.

The Notice dated 25<sup>th</sup> May, 2017 convening the 98<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 7<sup>th</sup> August, 2017 was duly sent to Members of the Company.

The Members holding shares as on the "cut off" date i.e., 31<sup>st</sup> July, 2017 were entitled to vote on the proposed 6 (six) resolutions as mentioned in the Notice dated 25<sup>th</sup> May, 2017 of the 98<sup>th</sup> Annual General Meeting of the Company.

*Vani Bandyopadhyay*  


  
7/8  
17

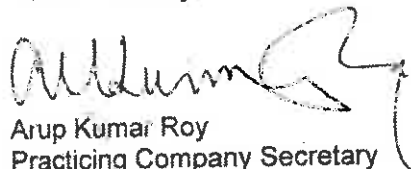
In this regard, I submit my report as under:-

1. The remote e-voting period remained open from Friday, 4<sup>th</sup> August, 2017 (9:00 A.M.) and ended on Sunday, 6<sup>th</sup> August 2017 (5.00 P.M.) while Poll was conducted on 7<sup>th</sup> August, 2017 at AGM.
2. After the conclusion of AGM, I have unblocked the votes casted through remote e-voting and poll in the presence of two witnesses who are not in the 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>) while the Poll papers were verified individually to ascertain 'for' or 'against' each of the resolution.
4. We have scrutinized the votes casted through electronic means and Poll for the purpose of this Report.
5. The particulars of all the electronic votes casted by the Members through remote e-voting process as well as Poll have been recorded in a register separately maintained for the purpose.
6. The result of the remote e-voting as well as Poll is as per annexure attached herewith.
7. The Registers, all other paper and relevant record relating to electronic voting and Poll 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 results may be declared accordingly by the Company.

Thanking you,  
Yours Faithfully

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



Place: Kolkata  
Date: 7<sup>th</sup> August, 2017

Encl. As above

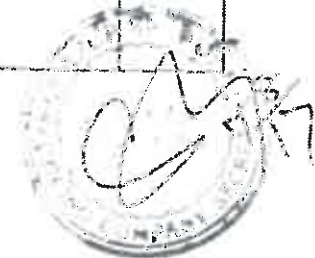
  




**Annexure to the Scrutinizer's Report  
Result of Voting through Electronic Means**

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		
<b>ORDINARY BUSINESS</b>										
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2017 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	533	82734820	99.9999	4	64	0.0001	0	0
2	Declaration of dividend for the financial year ended 31 <sup>st</sup> March, 2017	Ordinary	545	83663068	99.9999	3	98	0.0001	0	0
3	Appoint a Director in place of Mr. A.K.Hirjee (holding DIN:00044765) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	392	77747810	94.0135	140	4950741	5.9865	0	0
4	Appoint M/s. BSR & Co.LLP, Chartered Accountants as Statutory Auditors of the Company	Ordinary	537	83643769	99.9999	6	96	0.0001	0	0
<b>SPECIAL BUSINESS</b>										
5	Appoint Dr Ajay Shah (holding DIN:02141299) as Independent Director of the Company	Ordinary	521	82797948	99.9741	13	21421	0.0259	0	0
6	Appoint Dr Y.S.P Thorat ( holding DIN: 02652734) as Independent Director of the Company,	Ordinary	520	82794585	99.9701	15	24791	0.0299	0	0

*Vani Bury*



**Annexure to Scrutinizer's Report  
Result of Poll Conducted at 98<sup>th</sup> Annual General Meeting of  
Britannia Industries Limited held on Monday, 7<sup>th</sup> August, 2017**

Resol ution No./ Item No.	Heading of Resolution	Type of Resoluti on	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		
<b>ORDINARY BUSINESS</b>										
1	Adoption of Audited Statement of Profit and Loss for the year ended 31st March, 2017 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon.	Ordinary	19	1567	100	0	0	0	0	0
2	Declaration of dividend for the financial year ended 31 <sup>st</sup> March, 2017	Ordinary	19	1567	100	0	0	0	0	0
3	Appoint a Director in place of Mr. AK.Hirjee (holding DIN:00044/65) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	19	1567	100	0	0	0	0	0
4	Appoint M/s. RSR & Co.LLP, Chartered Accountants, as Statutory Auditors of the Company	Ordinary	19	1567	100	0	0	0	0	0
<b>SPECIAL BUSINESS</b>										
5.	Appoint Dr.Ajay Shah(holding DIN:01141239) as independent Director of the Company.	Ordinary	19	1567	100	0	0	0	0	0
6.	Appoint Dr.Y.S.P. Thorat ( holding DIN: 02652734) as Independent Director of the Company,	Ordinary	19	1567	100	0	0	0	0	0



*Kam Bury*



**Consolidated Voting Results of 98th Annual General Meeting of  
Britannia Industries Limited (E- Voting and Poll at AGM)**

Resolu- tion 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		
<b>ORDINARY BUSINESS</b>										
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2017 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	552	82796387	99.9999	4	64	0.0001	0	0
2	Declaration of dividend for the financial year ended 31 <sup>st</sup> March, 2017	Ordinary	564	83664635	99.9999	3	98	0.0001	0	0
3	Appoint a Director in place of Mr. A.K.Hirjee (holding DIN.00044765) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	411	77749377	94.0136	140	4950741	5.9864	0	0
4	Appoint M/s. BSR & Co.LLP, Chartered Accountants, as Statutory Auditors of the Company	Ordinary	556	83645336	99.9999	6	96	0.0001	0	0
<b>SPECIAL BUSINESS</b>										
5	Appoint Dr. Ajay Shah (holding DIN:01141239) as Independent Director of the Company	Ordinary	540	82799515	99.9741	13	21421	0.0259	0	0
6	Appoint Dr. Y.S.P Thorat ( holding DIN. 02652734) as Independent Director of the Company.	Ordinary	539	82796152	99.9701	15	24791	0.0299	0	0

