

8<sup>th</sup> August, 2018

- 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 99th Annual General Meeting (AGM)

Bangalore

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 99<sup>th</sup> AGM held on 6<sup>th</sup> August, 2018 along with scrutinizer's report.

Request you to take the same on records.

Yours faithfully,

For Britannia Industries Limited

Jairaj Bham

**Company Secretary** 

Encl: As above

Britannia Industries Limited
Executive Office: Prestige Shantiniketan, The Business Precinct,
Tower C, 16th & 17th Floor, Whitefield Main Road, Mahadevapura Post,
Bangalore - 560048. Tel: 080 39400080 Fax: 080 25063229

www.britannia.co.in CIN: L15412WB1918PLC002964 Registered Office: 5/1A, Hungerford Street, Kolkata - 700 017, West Bengal

			BRITANNIA INDUS	TRIES LTD				
Date of the AGM			06-08-2018					
Total number of shareholders on record date			96164					
No. of shareholders present in the meeting eith	er in person or thre	ough proxy:						
Promoters and Promoter Group:			9					
Public:			4706					
No. of Shareholders attended the meeting thro	ugh Video Confere	ncing						
Promoters and Promoter Group:			Not Applicable					
Public:			Not Applicable					
Resolution No.	12	-						
RESOLUTION NO.	1		The second section of the second section of the second section				THE RESERVE AND ADDRESS OF THE PERSON NAMED IN	
	ORDINARY - To re	raiva consider and	adopt the Audited	Standalone and Co	nentidated Sinancia	al Statements for th	ne waar ended 31 M	arch 2018 and
Resolution required: (Ordinary/ Special)		Directors and Aud	itors thereon			a statements for the	er year and constru	51(11, 2010 5110
Whether promoter/ promoter group are			A COLUMN TO THE PARTY OF THE PA	All Description	Actor Michigan B	to have been	E F. SAM	No representa
interested in the agenda/resolution?	Yes		C 84.				Superior Section 1	
	4 **	No. of shares		% of Vates Polled on outstanding	No. of Votes - in		% of Votes in favour on votes polled	% of Votes against on votes polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=((4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		6,08,72.896	100.0000	6,08,72,896	0	100.0000	0.0000
	Poll		J	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	6,08,72,896	0	0.0000	0	0	0,0000	0.0000
	Total		6,08,72,896	1.00.0000	6,08,72,896	0	100,0000	0.000
	E-Voting		2,53,81,085	71.5186	2,53,78,142	2,943	99,9884	0.0115
	Poll	7 54 70 77	0	0.0000	· ·	0	0.0000	0.0000
Public- Institutions	Postal Ballot (If applicable)	3,54,39,221	C	0.0000	C	0	0.0000	0.0000
	Total		2,53,81,085	71.6186	2,53,78,142	2,943	99.9884	0.0110
	E-Voting		15,31,924	6,4510	15,31,919	5	99.9996	0.000
	Poll	2,37,47,031	6,506	0.0274	6,506	C	100,0000	0.000
Public- Non Institutions	Postal Ballot (if applicable)	2,37,47,031	0	0.0000	0		0.0000	0.000
	Total		15,38,430	6 4784	15,38,425	5	99.9997	0.000
A 62 8 .	Total	12,00,59,148	8,77,92,411	73.1243	8,77,89,463	2,948	99,9966	0.003



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To de	clare dividend for t	he financial year er	ded 31 March, 201	18.			4
Whether promoter/ promoter group are Interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)={(2)/(1)}* 100		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
	E-Voting		6,08,72,896	100.0000	6,08,72,896	0	100,0000	0.0000
	Poll	C 00 70 000	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	6,08.72.896					Table 181	
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		107-		Bir 3 5,2		And the paper of the same	* ****
,	E-Voting		2,62,59,436	74.0971	2,62,59,436	0	100.0000	0.0000
	Poli	3 54 30 334	0	0.0000	0	C	0,0000	0.0000
	Postal Ballot (if	3,54,39,221		7 - 1 - 1 - 1				
Public- Institutions	applicable)		0	0.0000		0	0.0000	
	Total		2,62,59,436	P. 16	<b>製造を</b> がまれた。		10000	in the second
	E-Voting		15,31,899	5.4509	15,31,844	55	99,9964	0.0035
	Poll	2,37,47,031	6,506	0.0274	6,506	(	100.0000	0.0000
	Postal Ballot (if	2,37,47,031					12	
Public- Non Institutions	applicable)		0	0.0000		i i	0.0000	
	Total		15 38,405	6.478	15.38.350	5	99.9964	And in contrast to the last th
	Total	12,00,59,148					98.9999	

Resolution No.	3							
Resolution required: (Ordinary/ Special)		ppoint a Director in ing eligible, offers hi			831), who retires b	γ rotation in terms	of Section 152(6)	of the Companies
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	Defeated.	1 S 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	ericur), s-			\$9.9 (ESE)	Aug Park
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in	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
detagary	E-Voting	11010 (2)	6.08,72,896				100,0000	
	Poll		0	0,0000		0	0.0000	0.000
	Postal Ballot (if	6,08,72,896						
Promoter and Promoter Group	applicable)	1		0.0000	0	0	0.0000	0.000
	Total		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.000
	E-Voting		2,55,13,500	71.9923	2,51,79,135	3,34,365	98.6894	1.310
	Poli		0	0.0000	0	0	0.0000	0.000
Public-Institutions	Postal Ballot (if applicable)	3,54,39,221	C	0.0000	0	0	0.0000	0.0000
	Total		2,55,13,500	71.9923	2,51,79,135	3,34,365	98.6899	1.310
	E-Voting		14,41,794	6.0715	14,40,604	1,190	99.9174	0.0825
	Poll	1 227.47.024	6,506	0.0274	6,506	0	100.0000	0.000
1.	Postal Ballot (if	2,37,47,031						
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.000
	Total		14,48,300	6.0989	14,47,110	1,190	99,9178	0.082
	Total	1 12.00.59,148	8,78,34,696		8,74,99,141	3,35,555	99,6180	1000



Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - To appr	ove the appointmen	nt of Mr.Keki Elavia	(DIN:00003940) as	an Independent D	irector		
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	M. Carlo						
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polied on outstanding shares (3):=[(2)/(1)]* 100		No. of Votes – against (5)	favour on votes polied	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		6,08,72,896					
	Poli		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	6,08,72,896					THE RESERVE VI	The state of the s
Promoter and Promoter Group	applicable)		0	0.0000		0	0.0000	
	Tota		Barrier Company		10 th 10 to 10 to	4 - 3 VID-1011	10 mm	金融品等可以
,	E-Voting	4	2,54,06,463	71.6902	2,02,77,339	51,29,124	79.8117	20 1882
	Poll Postal Ballot (if	3,54,39,221	0	0.0000		C	9.0000	
Public- Institutions	applicable)		0	0.0000		0	0.0000	
	Total		2,54,06,463		and the second behavior and position to easily behavior.			
	E-Voting		14,41,759			CONTRACTOR OF THE PERSON NAMED IN COLUMN TWO		
*	Poll	2,37,47,031	6,506	0.0274	6,506	- (	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)			0.0000			0.0000	0.0000
	Total	19.00 279.00 40.00	14,48,265	6.0987	14,48,068	197	99.9864	0.0136
	Total	12,00,59,148		THE RESERVE AND ADDRESS OF THE PARTY OF THE	de como de la como de	The same of the sa	94.153	
Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To re	e-appoint Mr. Varur	Berry (DIN 052080	062) as Managing E	irector of the Com	oany		
Whether promoter/ promoter group are	The second second			1	Proposition of the	The designation of the second of		Prince of Paris

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - To re	-appoint Mr. Varun	Berry (DIN 052080	62) as Managing Di	irector of the Comp	any		
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes		183361228	A STATE	Marchanie		MARKET STATES	417-26-45-6
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		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
	E-Voting		6,08,72,896	100.0000	6,08,72,896		100.0000	0.0000
	Poll		0	0.0000	0	C	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	6,08,72,896	0	0.0000	0	C	0.0000	0.0000
	Total		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
	E-Voting	The state of the s	2,63,09,187	74.2375	2,62,37,620	71,567	99.7279	0.2720
	Poll	2 54 30 334	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	3,54,39,221	0	0.0000	0	C	0.000.0	0.0000
	Total		2,63,09,187	74.2375	2,62,37,620	71,567	99.7280	0.2720
	E-Voting		18,50,747	7.7936	18,50,657	90	99.9951	0.0048
	Poll	2 27 47 ()21	6,506	0.0274	6,506	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	2,37,47,031	0	0.0000	0	0	0.0000	0.0000
	Total		18,57,253	7.821	18,57,163	90	99.9952	0.0048
THE SECOND PROPERTY OF THE PRO	Total	12,00,59,148	8,90,39,336	74,1629	8,89,67,679	71,657	99 0104	0.0805



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - To cont	nue the directorshi	p of Mr. Nusli N Wa	adia (DIN- 0001573	1) as Non-Executiv	e Director of the C	ompany	9
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							33.4
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		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
The second secon	E-Voting		6,08,72.896	1.00.0000	6,08,72,896	0	100.0000	0.0000
	Poli		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	6,08,72,896						
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	50.5	8.08,72,396	Company of the con-	Marie Hora	445 P. B	A-5-	2000-18
	E-Voting		2,55,17,006					
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot (if applicable)	3,54,39,221	0	0.0000	0	0	0.0000	0.0000
	Total		2,55,17,006	72.0022	を表する。	10 Page 10 Pag		100
	E-Voting		1.4,41,772	6.071.4	14,40,496	1,275	99.9114	0.0885
	Poll	2 22 47 024	6,506	0.0274	6,506	(	1.00.0000	0.0000
	Postal Ballot (if	2,37,47,031	Annius of Asilin' page (in the columnic annual Carried a special disputations	The same of the sa				
Public- Non Institutions	applicable)		0	0.0000			0.0000	0.0000
	Total	14 1/2 1 1 1 1 1 1 1 1	14,48,278	6.0988	14,47,002	1,276	99.9119	0.0881
A	Total	1 12,00,59,148	8,78,38,180	73.1624	8,67,11,802	11,26,378	98.717	1.282

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - To conti	nue the directorshi	p of Mr. A K Hirjee	(DIN-00044765) as	Non- Executive Di	rector of the Comp	any	
Whether promoter/ promoter group are Interested in the agenda/resolution?	Yes	**CTA:19		acmira.	Property.		a don't	3000001-2
		No. of shares	No. of votes		No. of Votes – in	No. of Votes -	% of Votes in favour on votes polled	% of Votes against on votes polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		6,08,72,896			0	100.0000	
	Poll	6,08,72,896	0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	0,00,12,00	0	0.0000		C	0.0000	- The same of the
	Total		6,08,72,896	100.0000	6,08,72,896	C	100.0000	The second secon
	E-Voting		2,54,24,415	71.7409	2,41,98,999	12,25,416	95.1801	4.8198
	Poll	3,54,39,221	0	0.0000	0	C	0.0000	0.0000
Public-Institutions	Postal Ballot (if applicable)	3,34,39,221	0	0,0000	0	0	0.000.0	0.0000
	Total		2,54,24,415	71,7409	2,41,98,999	12,25,416	95.1802	4 8198
	E-Voting		14,20,504	5.9818	12,23,080	1,97,424	86,1018	13.8981
	Poll	1 227 47 022	6,506	0.0274	6,506	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	2,37,47,031	0	0.0000	0	0	0.0000	0.0000
	Total		14,27,010	6.0092	12,29,586	1,97,424	86.1652	13.8348

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Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - To appro	ove the amendmen	t of Britannia Indus	stries Limited Emplo	oyee Stock Option 3	icheme		
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	***				14.45 B	1 10	40.084
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		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)]*1.00
	E-Voting		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
	Poll	6,08,72,896	O	0.0000	0	0	0.0000	0,0000
	Postal Ballot (if	0,00,72,090	The second second	lead of the second	The same of the same		Maria de la constante de la co	
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0,0000
	Total		A 1. 2. 3	F-12-6-1	A STATE OF THE STA		Branch	کتوبری الباد
	E-Voting		2,63,09,187	74,2375	2,58,82,478	4,26,709	98.3780	1.6219
	Poli	3,54,39,221	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	Postal Ballot (if applicable)	3,34,39,221	C	0.0000	0		9.0000	0.0000
	Total		2,63,09,187	74.2375	STATE OF THE STATE OF	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	B-10 3/12	Section 57 ···
	E-Voting		18,50,150	7.7911	18,48,583	1,567	99.9153	0.0846
	Poll	3 37 47 034	6,506	0.0274	6,506	0	100,0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	2,37,47,031	0-49	0.0000	0	(	0.0000	0.0000
	Total		18,56,656	7.8185	18,55,089	1,567	99.915	0.0844
	Total	12,00,59,148	8,90,38,739		8,86,10,463	4,28,276		

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201, Sarat Bose Road, Kolkata 700 029 Phone +91 33 4004 0045, Mobile 98316 87785 arupkroy@rediffmail.com

## Consolidated Scrutinizer's Report

[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 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 99<sup>th</sup> Annual General Meeting.

The Board of Directors of Britannia Industries Limited ('the Company') vide their resolution dated 15<sup>th</sup> May, 2018 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 99<sup>th</sup> Annual General Meeting of the Company held on Monday, 6<sup>th</sup> August 2018 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 15th May, 2018 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 15<sup>th</sup> May. 2018 convening the 99<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 6<sup>th</sup> August, 2018 was duly sent to Members of the Company.

The Members holding shares as on the "cut off" date i.e., 30<sup>th</sup> July, 2018 were entitled to vote on the proposed 8 (eight) resolutions as mentioned in the Notice dated 15<sup>th</sup> May, 2018 of the 99<sup>th</sup> Annual General Meeting of the Company.

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





# ARUP KUMAR ROY Practicing Company Secretary

201. Sarat Bose Road, Kolkata 700 029 Phone +91 33 4004 0045, Mobile 98316 87785 arupkroy@rediffmail.com

- 1. The remote e-voting period remained open from Friday, 3<sup>th</sup> August, 2018 (9:00 A.M.) and ended on Sunday, 5<sup>th</sup> August 2018 (5:00 P.M.) while Poll was conducted on 6<sup>th</sup> August, 2018 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 (<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>) 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: 6th August, 2018

Encl As above





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

Reso. No./	Heading of Resolution	Type of Resolution			Valid '	Votes	PERSONAL PROPERTY OF THE PROPERTY OF A STATE OF THE STATE		Invalid 1	Votes
Item No.		Resolution	BE THE TAXABLE AND ADDRESS OF A PROPERTY AND ADDRESS OF A	Voting in Favour ( Assent)	a proper of them as one a supply on	The second discussion and the second discuss	Voted Against ( Dissent)	COMMITTED AND CO	management with the state of th	
			No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes	% of valid	No. of members	No. of votes
		Total water and the second	- And the same of	RDINARY BUSINE	CC	voted	casted	votes	voted	casted
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2018 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	800/802	87782957	99.9966	2	2948	0.0034	0	C
2	Declaration of dividend for the financial year ended 31 <sup>st</sup> March, 2018	Ordinary	808/810	88664176	99.9999	2	55	0.0001	0	0
3	Appoint a Director in place of Mr. Jeh N Wadia (holding DIN:00088831) who retires by rotation and being eligible, offers himself for reappointment	Ordinary	793/817	87492635	99.6179	24	335555	0.3821	C	0
4	To approve the amendment of Britannia Industries Ltd. Employee Stock Option Scheme.	Ordinary	584/813	82591797	94.1527	229	5129321	5.8473	0	0
				Special B	usiness					
5.	Appoint Mr.Keki Elavia(DIN: 00003940) as an Independent Director	Speccial	811	88961173	99.9195	11	71657	0.0805	0	0
6.	Re-Appointment of Mr.Varun Berry (DIN: 05208062)as Managing Director of the Company.	Special	735	86705296	98.7176	82	1126378	1.2874	0	0
7	To continue the Directorship of Mr.Nusli N Wadia (DIN : 00015731) as Non_Executive Director of the	Special	718	86294975	98.3779	93	1422840	1.6221	0	0
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To continue the Directorship of Special         770         88603957         59.519         51         428276         0,481         0         0           Mr Alchinge (Din : 00044765)as         Non-Executive Director of the Company.         Company.         Company.         Incompany.         Incompany.	Company								
ţ.	-	Special	770	88603957	01		0.481	0	c
Соправу.	of.					 as it however	nd-office to our		
	Company.					PO 1	Tagadhij'ilo din		

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PRINCTICING COMPANY SECRETARY ACS 6784 COP 9597



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Annexure to Scrutinizer's Report

Result of Poll Conducted at 93<sup>th</sup> Annual General Meeting of
Britannia Industries Limited held on Monday, 6<sup>th</sup> August, 2018

Resol ution	Heading of Resolution	Type of Resoluti				Valid Votes		No real Control of the control of th	Invalid	Votes
No./ Item		on	V	oted in Fav ( Assent)			Voted Against ( Dissent)	(100 distillation) consistency and group of the property of the		
No.			No. of members voted	No. of votes casted	%of valid votes	No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted
			American Service and Control of C			Ordinary Su	siness			
1	Arioption of Audited Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2018 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	23	6506	100	0	0	О	0	O
2	Declaration of dividend for the financial year ended 31 <sup>st</sup> March, 2018	Ordinary	23	6506	100	0	O	0	Ü	0
3	Appoint a Director in place of Mr. Jeh N Wadia (holding DIN:00088831) who retires by rotation and being eligible, offers himself for reappointment	Ordinary	23	6506	100	O	0	O	0	Û
4	To approve the amendment of Britannia Industries Ltd. Employee Stock Option Scheme.	Ordinary	23	6506	100	0	0	0	0	0
						Special Busin	ess			Access of Manhager to proceedings and
5.	Appoint Mr.Keki Elavia(DIN: 00003940) as an Independent Director.	Special	23	6506	190	0	0	0	0	O
6.	Re-Appointment of Mr.Varun Berry (DIN: 05208062)as Managing Director of the Company.	Special	23	6506	100	0	0	0	0	0



Director of the Company.  To approve the amendment of Special	Sp. 200	23	9059	CC			5	G	0	
Britannia Industries Ltd. Employee Stock Option Scheme					,	o.	,		5	





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

Resolution 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	% of valid votes	No. of members voted	No. of votes casted	% of valid votes	No. of inembers voted	No. of votes casted
				01	RDINARY BUSIN	ESS				
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2018 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's	Ordinary	823	87789463	99.9966	2	. 2948	0.0034	0	0
2	thereon  Declaration of dividend for the financial year ended 31 <sup>st</sup> March, 2018	Ordinary	831	88670682	99.9999	2	55	0.0001	0	0
3	Appoint a Director in place of Mr. Jeh N Wadia (holding DIN:00088831) who retires by rotation and being eligible, offers himself for reappointment	Ordinary	816	87499141	99.618	24	335555	0.382	O O	0
4	To approve the amendment of Britannia Industries Ltd. Employee Stock Option Scheme.	Ordinary	793	88610463	99.519	51	428276	0.481	0	0
		***************************************	Contraction of the Contraction o	S	PECIAL BUSIN	ESS				
5	Appoint Mr.Keki Flavia(DIN: 00003940) es an Independent Director	Speccial	811	88961173	99.9195	The state of the s	71657	0.0805	0	0
6.	Re-Appointment of Mr.Varun Berry (DIN: 05208062)as Managing Director of the Company.	Special	834	88967679	99.9195	11	71657	0.0805	SUP RR.	o Carl

7.	Directorship of Mr. Nusli N Wadia (DIN : 00015731) as Non_Executive Director of	Special	758	86711802	98.7177	82	1126378	1.2823	0	0
8	the Company.  To continue the Directorship of Mr.A.K.Hirjee ( DIN : 00044765)as Non-Executive Director of the Company.	Special	741	86301481	98.3781	93	1422840	1.6219	0	0

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