

BRITANNIA

8th August, 2018

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,

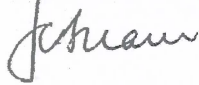
Sub: Voting Results of the 99th Annual General Meeting (AGM)
Ref: Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

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 99th AGM held on 6th 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



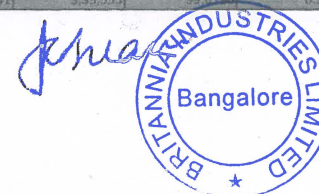
Encl: As above

		BRITANNIA INDUSTRIES LTD							
Date of the AGM		06-08-2018							
Total number of shareholders on record date		96164							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		9							
Public:		4706							
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 year ended 31 March, 2018 and the Reports of the Directors and Auditors thereon.							
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		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000	
	Poll	6,08,72,896	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000	
Public- Institutions	E-Voting		2,53,81,085	71.6186	2,53,78,142	2,943	99.9884	0.0115	
	Poll	3,54,39,221	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		2,53,81,085	71.6186	2,53,78,142	2,943	99.9884	0.0115	
Public- Non Institutions	E-Voting		15,31,924	6.4510	15,31,919	5	99.9996	0.0003	
	Poll	2,37,47,031	6,506	0.0274	6,506	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		15,38,430	6.4784	15,38,425	5	99.9997	0.0003	
Total		32,00,59,148	8,77,92,811	78.1243	8,77,88,463	2,948	99.9996	0.0004	



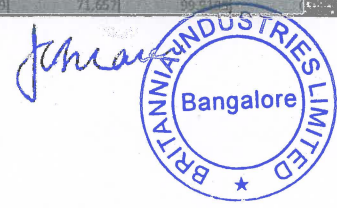
Resolution No.		2						
Resolution required: (Ordinary/ Special)		ORDINARY - To declare dividend for the financial year ended 31 March, 2018.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	6,08,72,896	6,08,72,896	100.0000	6,08,72,896	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		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
Public- Institutions	E-Voting	3,54,39,221	2,62,59,436	74.0971	2,62,59,436	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		2,62,59,436	74.0971	2,62,59,436	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,37,47,031	15,31,899	6.4509	15,31,844	55	99.9964	0.0035
	Poll		6,506	0.0274	6,506	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15,38,405	6.4783	15,38,350	55	99.9964	0.0036
Total		12,00,59,148	8,86,70,737	73.8559	8,86,70,682	55	99.9964	0.0036

Resolution No.		3						
Resolution required: (Ordinary/ Special)		ORDINARY - To appoint a Director in place of Mr. Jeh n. Wadia (DIN: 00088831), 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	6,08,72,896	6,08,72,896	100.0000	6,08,72,896	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		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
Public- Institutions	E-Voting	3,54,39,221	2,55,13,500	71.9923	2,51,79,135	3,34,365	98.6894	1.3105
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,55,13,500	71.9923	2,51,79,135	3,34,365	98.6895	1.3105
Public- Non Institutions	E-Voting	2,37,47,031	14,41,794	6.0713	14,40,604	1,190	99.9174	0.0825
	Poll		6,506	0.0274	6,506	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,48,300	6.0989	14,47,110	1,190	99.9178	0.0822
Total		12,00,59,148	8,78,34,696	73.1595	8,74,99,141	3,35,595	99.6180	0.3820



Resolution No.		4						
Resolution required: (Ordinary/ Special)		SPECIAL - To approve the appointment of Mr.Keki Elavia (DIN:00003940) as an Independent Director						
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		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	6,08,72,896	0	0.0000	0	0	0.0000	0.0000
	Total		6,08,72,896					
Public- Institutions	E-Voting		2,54,06,463	71.6902	2,02,77,339	51,29,124	79.8117	20.1882
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	3,54,39,221	0	0.0000	0	0	0.0000	0.0000
	Total		2,54,06,463	71.6902	2,02,77,339	51,29,124	79.8117	20.1882
Public- Non Institutions	E-Voting		14,41,759	6.0713	14,41,562	197	99.9863	0.0136
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,37,47,031	6,506	0.0274	6,506	0	100.0000	0.0000
	Total		14,48,265	6.0987	14,48,068	197	99.9864	0.0136
Total		12,00,59,148	8,77,27,624	73.0702	8,25,96,379	51,29,321	94.1521	5.8479

Resolution No.		5						
Resolution required: (Ordinary/ Special)		ORDINARY - To re-appoint Mr. Varun Berry (DIN 05208062) as Managing Director of the Company						
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		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	6,08,72,896	0	0.0000	0	0	0.0000	0.0000
	Total		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
Public- Institutions	E-Voting		2,63,09,187	74.2375	2,62,37,620	71,567	99.7279	0.2720
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	3,54,39,221	0	0.0000	0	0	0.0000	0.0000
	Total		2,63,09,187	74.2375	2,62,37,620	71,567	99.7280	0.2720
Public- Non Institutions	E-Voting		18,50,747	7.7936	18,50,657	90	99.9951	0.0048
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	2,37,47,031	6,506	0.0274	6,506	0	100.0000	0.0000
	Total		18,57,253	7.821	18,57,163	90	99.9952	0.0048
Total		12,00,59,148	8,90,39,336	74.1629	8,89,62,679	71,567	94.1521	5.8479



Resolution No.		6						
Resolution required: (Ordinary/ Special)		SPECIAL - To continue the directorship of Mr. Nushi N Wadia (DIN- 00015731) as Non- Executive Director of the Company						
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	6,08,72,896	6,08,72,896	100.0000	6,08,72,896	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		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
Public- Institutions	E-Voting	3,54,39,221	2,55,17,006	72.0022	2,43,91,904	11,25,102	95.5907	4.4092
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,55,17,006	72.0022	2,43,91,904	11,25,102	95.5907	4.4092
Public- Non Institutions	E-Voting	2,37,47,031	14,41,772	6.0714	14,40,496	1,276	99.9114	0.0885
	Poll		6,506	0.0274	6,506	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,48,278	6.0988	14,47,002	1,276	99.9119	0.0881
Total		12,00,59,148	8,78,36,180	73.1824	8,67,11,904	11,26,378	98.7127	1.2873

Resolution No.		7						
Resolution required: (Ordinary/ Special)		SPECIAL - To continue the directorship of Mr. A K Hirjee (DIN- 00044765) as Non- Executive Director of the Company						
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	6,08,72,896	6,08,72,896	100.0000	6,08,72,896	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		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
Public- Institutions	E-Voting	3,54,39,221	2,54,24,415	71.7409	2,41,98,999	12,25,416	95.1801	4.8198
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,54,24,415	71.7409	2,41,98,999	12,25,416	95.1802	4.8198
Public- Non Institutions	E-Voting	2,37,47,031	14,20,504	5.9818	12,23,080	1,97,424	86.1018	13.8981
	Poll		6,506	0.0274	6,506	0	100.0000	0.0000
	Postal Ballot (if applicable)		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
Total		12,00,59,148	8,77,24,321	73.0676	8,63,01,481	14,22,840	98.7781	1.2219



Resolution No.		8						
Resolution required: (Ordinary/ Special)		SPECIAL - To approve the amendment of Britannia Industries Limited Employee Stock Option Scheme						
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	6,08,72,896	6,08,72,896	100.0000	6,08,72,896	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		6,08,72,896	100.0000	6,08,72,896	0	100.0000	0.0000
Public- Institutions	E-Voting	3,54,39,221	2,63,09,187	74.2375	2,58,82,478	4,26,709	98.3780	1.6219
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,63,09,187	74.2375	2,58,82,478	4,26,709	98.3780	1.6219
Public- Non Institutions	E-Voting	2,37,47,031	18,50,150	7.7911	18,48,583	1,567	99.9153	0.0846
	Poll		6,506	0.0274	6,506	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		18,56,656	7.8185	18,55,089	1,567	99.9156	0.0844
Total		12,00,59,148	6,90,38,739	74.1624	8,86,10,463	4,28,276	98.5190	1.4810



ARUP KUMAR ROY
Practicing Company Secretary

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 99th Annual General Meeting.

The Board of Directors of Britannia Industries Limited ('the Company') vide their resolution dated 15th 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 99th Annual General Meeting of the Company held on Monday, 6th 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.

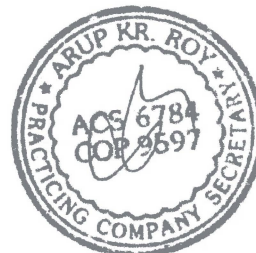
I, Arup Kumar Roy, Company Secretary in Practice having Membership No. ACS 6784 have been appointed as Scrutinizer by the Board of Directors of the Company vide their resolution dated 15th May, 2018 to scrutinize the remote e-voting process and Poll in a fair and transparent manner.

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 15th May, 2018 convening the 99th Annual General Meeting of the Company to be held on Monday, 6th August, 2018 was duly sent to Members of the Company.

The Members holding shares as on the "cut off" date i.e., 30th July, 2018 were entitled to vote on the proposed 8 (eight) resolutions as mentioned in the Notice dated 15th May, 2018 of the 99th 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, 3rd August, 2018 (9:00 A.M.) and ended on Sunday, 5th August 2018 (5:00 P.M.) while Poll was conducted on 6th 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 (<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:

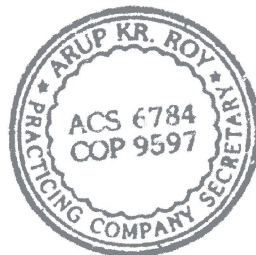
All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The results may be declared accordingly by the Company.

Thanking you,
Yours Faithfully,

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

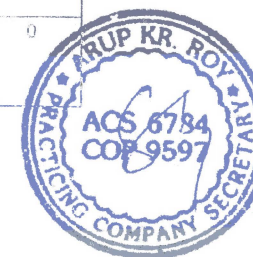
Place: Kolkata
Date: 6th August, 2018

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		
ORDINARY BUSINESS										
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 st 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	0
2	Declaration of dividend for the financial year ended 31 st 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 re-appointment	Ordinary	793/817	87492635	99.6179	24	325555	0.3821	0	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 Business										
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	1.2824	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



8	Company	To continue the Directorship of Mr. A.K.Hirjee (DIN : 000447851as Non-Executive Director of the Company.	Special	770	85603857	99.519	51	428276	0.481	0	0
---	---------	---	---------	-----	----------	--------	----	--------	-------	---	---

ARUP K.R. ROY

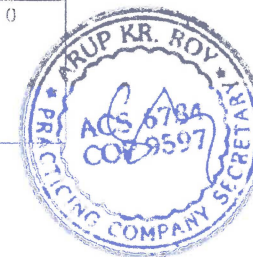
Arup K.R. Roy

PRACTISING COMPANY SECRETARY
ACS 6784 * COP 9597



Annexure to Scrutinizer's Report
Result of Poll Conducted at 99th Annual General Meeting of
Britannia Industries Limited held on Monday, 6th August, 2018

Resolu tion 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		
Ordinary Business										
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 st 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	0	0	0
2	Declaration of dividend for the financial year ended 31 st March, 2018	Ordinary	23	6506	100	0	0	0	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 re-appointment	Ordinary	23	6506	100	0	0	0	0	0
4	To approve the amendment of Britannia Industries Ltd. Employee Stock Option Scheme.	Ordinary	23	6506	100	0	0	0	0	0
Special Business										
5.	Appoint Mr.Keki Elavia(DIN: 00003940) as an Independent Director.	Special	23	6506	100	0	0	0	0	0
6.	Re-Appointment of Mr.Varun Berry (DIN: 05208062)as Managing Director of the Company.	Special	23	6506	100	0	0	0	0	0



7	To continue the Directorship of Mr. A. K. Hidgee I DIN 000447651as Non Executive Director of the Company.	Special	23	6506	100	0	0	0	0	0	0	0
8	To approve the amendment of Britannia Industries Ltd. Employee Stock Option Scheme.	Special	23	6506	100	0	0	0	0	0	0	0

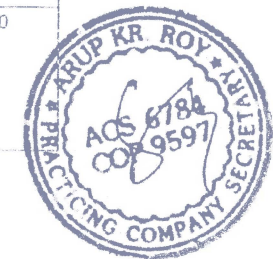
ARUP KR. ROX
Arup KR. Rox

PRACTISING COMPANY SECRETARY
ACS 6784 ★ COP 9597



Annexure to Scrutinizer's Report
Result of Poll Conducted at 99th Annual General Meeting of
Britannia Industries Limited held on Monday, 6th August, 2018

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		
Ordinary Business										
1	Adoption of Audited Statement of Profit and Loss for the year ended 31 st 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	0	0	0
2	Declaration of dividend for the financial year ended 31 st March, 2018	Ordinary	23	6506	100	0	0	0	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 re-appointment	Ordinary	23	6506	100	0	0	0	0	0
4	To approve the amendment of Britannia Industries Ltd. Employee Stock Option Scheme.	Ordinary	23	6506	100	0	0	0	0	0
Special Business										
5.	Appoint Mr.Keki Elavia(DIN: 00003940) as an Independent Director.	Special	23	6506	100	0	0	0	0	0
6.	Re-Appointment of Mr.Varun Berry (DIN: 05208062)as Managing Director of the Company.	Special	23	6506	100	0	0	0	0	0



7	To continue the Directorship of Mr A K Hujee (DIN 00044765) as Non-Executive Director of the Company.	Special	23	6506	100	0	0	0	0	0	0
8	To approve the amendment of Britannia Industries Ltd Employee Stock Option Scheme.	Special	23	6506	100	0	0	0	0	0	0

ARUP KR. ROY

Arundhan

**PRACTISING COMPANY SECRETARY
ACS 6784 ★ COP 9597**

