BRITANNIA

6th September, 2021

1. The Secretary
   BSE Limited
   Phiroze Jeejeebhoy
   Towers, Dalal Street
   Fort, Mumbai - 400 001

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 102nd Annual General Meeting (AGM) of Britannia Industries Limited

Ref: Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

This is to inform you that the 102nd AGM of the Members of the Britannia Industries Limited ("Company") was held on Monday, 6 September 2021 at 3:00 P.M. IST through Video Conferencing ("VC")/Other Audio Video Means ("OAVM") in accordance with the provisions of Companies Act, 2013 read with General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020 and General Circular No. 02/2021 dated 13 January 2021 issued by Ministry of Corporate Affairs ("MCA Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") and other applicable provisions.

Pursuant to the aforementioned provisions, the Company provided the remote e-voting facility between Friday, 3 September 2021 (9:00 A.M. IST) and Sunday, 5 September 2021 (5:00 P.M. IST) and e-voting facility at the AGM to all those Members present at the AGM and who have not cast their votes through remote e-voting.

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The Company appointed Mr. P.N. Parikh from M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 102nd AGM have been duly approved by the Shareholders with requisite majority.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of the 102nd AGM held on 6 September 2021 at 3:00 P.M IST through VC/OAVM along with the Scrutinizer's report.

Request you to kindly take the above information on records.

Thanking You.

Yours faithfully,
For Britannia Industries Limited

T V Thulsidass
Company Secretary
Membership No.: A20927

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Encl: As above

Britannia Industries Limited
Prestige Shantiniketan, The Business Precinct
Tower C, 16th & 17th floor, Whitefield Main Road
Mahadevapura Post, Bengaluru-560048
Fax No: 080 37687486, Board No: 080 37687100

Registered Office - 5/1A, Hungerford Street,
Kolkata - 700017, West Bengal.
CIN No.: L15412WB1918PLC002964
Email: investorrelations@britindia.com
Website: www.britannia.co.in
Tel No: 033 22872439/2057, Fax No: 033 22872501

			BRITANNIA INDUSTRIES LTD							
Date of the AGM/EGM			06-09-2021							
Total number of shareholders on record date			300766							
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:			NA							
Public:			NA							
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:			8							
Public:			180							
Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2021, together with the Reports of the Board of Directors and the Auditors thereon b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2021, together with the Report of the 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	11,89,67,872	97.7126	11,89,67,872	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		11,89,67,872	97.7126	11,89,67,872	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,84,11,543	6,34,06,579	80.8638	6,33,10,694	95,885	99.8488	0.1512	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		6,34,06,579	80.8638	6,33,10,694	95,885	99.8488	0.1512	0	0
Public- Non Institutions	E-Voting	4,07,03,861	29,09,724	7.1485	29,05,627	4,097	99.8592	0.1408	0	0
	Poll*		4,670	0.0115	4,670	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		29,14,394	7.16	29,10,297	4,097	99.8594	0.1406	0	0
	Total	24,08,68,296	18,52,88,845	76.9254	18,51,88,863	99,982	99.9460	0.0540	0	0
*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM										

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Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To resolve not to fill vacancy in place of the retiring director Mr. Jehangir N Wadia (DIN 00088831), who has not offered himself for re-appointment in terms of Section 152 of the Companies Act, 2013.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	11,89,67,872	97.7126	11,89,67,872	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		11,89,67,872	97.7126	11,89,67,872	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,84,11,543	6,56,74,816	83.7566	6,56,74,816	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		6,56,74,816	83.7566	6,56,74,816	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,07,03,861	29,09,497	7.1480	28,96,776	12,721	99.5628	0.4372	0	0
	Poll*		4,670	0.0115	4,670	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		29,14,167	7.1595	29,01,446	12,721	99.5635	0.4365	0	0
	Total	24,08,68,296	18,75,56,855	77.8670	18,75,44,134	12,721	99.9932	0.0068	0	0

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

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Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Urjit Patel (DIN 00175210) as an Independent 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	11,89,67,872	97.7126	11,89,67,872	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		11,89,67,872	97.7126	11,89,67,872	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,84,11,543	6,54,51,479	83.4717	6,54,51,479	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		6,54,51,479	83.4717	6,54,51,479	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,07,03,861	29,09,599	7.1482	29,03,984	5,615	99.8070	0.1930	0	0
	Poll*		4,670	0.0115	4,669	1	99.9786	0.0214	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		29,14,269	7.1597	29,08,653	5,616	99.8073	0.1927	0	0
	Total	24,08,68,296	18,73,33,620	77.7743	18,73,28,004	5,616	99.9970	0.0030	0	0

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

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Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Dr. Y.S.P Thorat (DIN 00135258) as an Independent 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	11,89,67,872	97.7126	11,89,67,872	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		11,89,67,872	97.7126	11,89,67,872	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,84,11,543	6,54,51,479	83.4717	6,43,68,537	10,82,942	98.3454	1.6546	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		6,54,51,479	83.4717	6,43,68,537	10,82,942	98.3454	1.6546	0	0
Public- Non Institutions	E-Voting	4,07,03,861	29,09,350	7.1476	29,02,437	6,913	99.7624	0.2376	0	0
	Poll*		4,670	0.0115	4,670	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		29,14,020	7.1591	29,07,107	6,913	99.7628	0.2372	0	0
	Total	24,08,68,296	18,73,33,371	77.7742	18,62,43,516	10,89,855	99.4182	0.5818	0	0
*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM										

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Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Dr. Ajay Shah (DIN 01141239) as an Independent 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	11,89,67,872	97.7126	11,89,67,872	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		11,89,67,872	97.7126	11,89,67,872	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,84,11,543	6,54,51,479	83.4717	6,45,23,571	9,27,908	98.5823	1.4177	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		6,54,51,479	83.4717	6,45,23,571	9,27,908	98.5823	1.4177	0	0
Public- Non Institutions	E-Voting	4,07,03,861	29,07,919	7.1441	29,01,234	6,685	99.7701	0.2299	0	0
	Poll*		4,670	0.0115	4,669	1	99.9786	0.0214	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		29,12,589	7.1556	29,05,903	6,686	99.7704	0.2296	0	0
	Total	24,08,68,296	18,73,31,940	77.7736	18,63,97,346	9,34,594	99.5011	0.4989	0	0

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

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Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Termination of the existing Britannia Industries Limited – Employee Stock Option Scheme and replacing with Britannia Industries Limited – Phantom Option Scheme 2021 and replacing the options under Britannia Industries Limited – Employee Stock Option Scheme with the options under Britannia Industries Limited – Phantom Option Scheme 2021.									
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	11,89,67,872	97.7126	11,89,67,872	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		11,89,67,872	97.7126	11,89,67,872	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,84,11,543	5,22,64,454	66.654	4,69,77,735	52,86,719	89.8847	10.1153	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		5,22,64,454	66.654	4,69,77,735	52,86,719	89.8847	10.1153	0	0
Public- Non Institutions	E-Voting	4,07,03,861	29,03,143	7.1324	28,93,292	9,851	99.6607	0.3393	0	0
	Poll*		4,670	0.0115	4,668	2	99.9572	0.0428	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		29,07,813	7.1439	28,97,960	9,853	99.6612	0.3388	0	0
	Total	24,08,68,296	17,41,40,139	72.2968	16,88,43,567	52,96,572	96.9584	3.0416	0	0
*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM										

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Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the Remuneration payable to Mr. Nusli N Wadia (DIN 00015731), Chairman and NonExecutive Director of the Company, for the Financial Year 2020-21.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,17,52,892	11,89,47,170	97.6956	11,89,47,170	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		11,89,47,170	97.6956	11,89,47,170	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,84,11,543	6,54,87,820	83.5181	4,12,87,078	2,42,00,742	63.0454	36.9546	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		6,54,87,820	83.5181	4,12,87,078	2,42,00,742	63.0454	36.9546	0	0
Public- Non Institutions	E-Voting	4,07,03,861	28,94,385	7.1108	28,87,569	6,816	99.7645	0.2355	0	0
	Poll*		4,670	0.0115	4,670	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		28,99,055	7.1223	28,92,239	6,816	99.7649	0.2351	0	0
	Total	24,08,68,296	18,73,34,045	77.7745	16,31,26,487	2,42,07,558	87.0779	12.9221	0	0

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

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Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. N. Venkataraman (DIN 05220857) 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	11,89,67,872	97.7126	11,89,67,872	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		11,89,67,872	97.7126	11,89,67,872	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,84,11,543	6,56,74,816	83.7566	5,18,50,889	1,38,23,927	78.9509	21.0491	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		6,56,74,816	83.7566	5,18,50,889	1,38,23,927	78.9509	21.0491	0	0
Public- Non Institutions	E-Voting	4,07,03,861	29,07,931	7.1441	29,02,862	5,069	99.8257	0.1743	0	0
	Poll*		4,670	0.0115	4,669	1	99.9786	0.0214	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		29,12,601	7.1556	29,07,531	5,070	99.8259	0.1741	0	0
	Total	24,08,68,296	18,75,55,289	77.8663	17,37,26,292	1,38,28,997	92.6267	7.3733	0	0
*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM										

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Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. N. Venkataraman (DIN 05220857) as a Whole-Time Director designated as Executive Director and Chief Financial 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	11,89,67,872	97.7126	11,89,67,872	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		11,89,67,872	97.7126	11,89,67,872	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,84,11,543	6,56,74,816	83.7566	4,80,43,978	1,76,30,838	73.1543	26.8457	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		6,56,74,816	83.7566	4,80,43,978	1,76,30,838	73.1543	26.8457	0	0
Public- Non Institutions	E-Voting	4,07,03,861	29,07,901	7.1440	29,02,824	5,077	99.8254	0.1746	0	0
	Poll*		4,670	0.0115	4,644	26	99.4433	0.5567	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		29,12,571	7.1555	29,07,468	5,103	99.8248	0.1752	0	0
	Total	24,08,68,296	18,75,55,259	77.8663	16,99,19,318	1,76,35,941	90.5969	9.4031	0	0

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

BRITANNIA INDUSTRIES LIMITED
BANGALORE

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office:

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Industrial Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400053
Tel No 26301232 / 26301233 / 26301240
Email: cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
Mr. Nusli N. Wadia, Chairman
Britannia Industries Limited
CIN: L15412WB1918PLC002964
5/1A, Hungerford Street,
Kolkata - 700 017

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, at the 102nd Annual General Meeting (AGM) of Britannia Industries Limited held on Monday, 6 September, 2021 at 3:00 P.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, P.N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Britannia Industries Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting and e-voting process in respect of the below mentioned resolutions proposed at the 102nd AGM of Britannia Industries Limited held on Monday, 6 September, 2021 at 3:00 P.M. (IST) through video conferencing VC/OAVM.

The notice dated 30 July, 2021, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020 and General Circular No. 02/2021 dated 13 January 2021 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars").

The Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting and e-voting at the AGM.

The remote e-voting period commenced on Friday, 03 September, 2021 (9:00 A.M. IST) and ended on Sunday, 05 September, 2021 (5:00 P.M. IST) and the NSDL remote e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, 31 August, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting and the e-voting at the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

a. **the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2021, together with the Reports of the Board of Directors and the Auditors thereon;**

b. **the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2021, together with the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,745	18,51,88,863	99.95

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	99,982	0.05

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To resolve not to fill vacancy in place of the retiring director Mr. Jehangir N. Wadia (DIN: 00088831), who has not offered himself for re-appointment in terms of Section 152 of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,718	18,75,44,134	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
50	12,721	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

Appointment of Dr. Urjit Patel (DIN: 00175210) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,715	18,73,28,004	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
49	5,616	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Special Resolution

Re-appointment of Dr. Y.S.P Thorat (DIN: 00135258) as an Independent Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,695	18,62,43,516	99.42

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66	10,89,855	0.58

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Special Resolution

Re-appointment of Dr. Ajay Shah (DIN: 01141239) as an Independent Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,688	18,63,97,346	99.50

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
73	9,34,594	0.50

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 6: Special Resolution

Termination of the existing Britannia Industries Limited – Employee Stock Option Scheme and replacing with Britannia Industries Limited – Phantom Option Scheme 2021 and replacing the options under Britannia Industries Limited – Employee Stock Option Scheme with the options under Britannia Industries Limited – Phantom Option Scheme 2021

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,614	16,88,43,567	96.96

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
130	52,96,572	3.04

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 7: Special Resolution

Approval of the Remuneration payable to Mr. Nusli N. Wadia (DIN: 00015731), Chairman and Non- Executive Director of the Company, for the Financial Year 2020-21

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,274	16,31,26,487	87.08

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
484	2,42,07,558	12.92

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 8: Ordinary Resolution

Appointment of Mr. N. Venkataraman (DIN: 05220857) as a Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,446	17,37,26,292	92.63

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
325	1,38,28,997	7.37

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 9: Ordinary Resolution

Appointment of Mr. N. Venkataraman (DIN: 05220857) as a Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,364	16,99,19,318	90.60

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
406	1,76,35,941	9.40

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

P N Parikh

Digitally signed by P N Parikh
DN: c=IN, o=Personal, postalCode=400104, st=Maharashtra, 2.5.4.20=02a59473a64d87ecbddfe0a8e3ad70b06b16d5d30bb138b26dcc8c4b693f8ed1, serialNumber=e6a5dfe9f9f1e9732378e198497c9be1a9a5543aafae294fe7c98b0c5e69c2fc, cn=P N Parikh
Date: 2021.09.06 18:04:35 +05'30'

P.N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai
Dated: September 06, 2021