17th October, 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: Disclosure of Voting Results of Postal ballot & E-Voting
Ref: Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, the Company conducted the Postal Ballot for seeking the consent of the shareholders on the following resolutions:

- Ordinary Resolution: Sub- division of Equity Shares of the Company
- Special Resolution: Amendment of the Capital Clause of the Memorandum of Association of the Company
- Special Resolution: Amendment of Article 5 of the Articles of Association of the Company
- Special Resolution: Amendment of Britannia Industries Limited Employee Stock Option Scheme ("ESOS")

BRITANNIA INDUSTRIES LIMITED Bangalore

BRITANNIA

Pursuant to the provisions of Regulation 44(3) of SEBI (LODR) Regulations, 2015, please find enclosed Voting Results and Consolidated Report of the Scrutinizer.

The afore mentioned resolutions have been passed with requisite majority on Monday, 15th October, 2018 which was the last date of receipt of postal ballot forms.

Request you to take the above information on records

Yours faithfully,

For Britannia Industries Limited

T V Thulsidass
Company Secretary

BRITANNIA INDUSTRIES LIMITED Bangalore

Encl: As above

	BRITANNIA INDUSTRIES LTD
Period of Postal Ballot	07-Sep-2018 - Cut off Date
Total number of shareholders on record date	107959
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
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 - SUB- DIVISION OF EQUITY SHARES 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	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	3,54,80,407	2,67,76,717	75.4690	2,67,76,717	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		2,67,76,717	75.469	2,67,76,717	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,38,05,844	14,08,475	5.9165	14,07,024	1,451	99.8969	0.1030
	Poll							
	Postal Ballot (if applicable)		15	0.0001	15	0	100.0000	0.0000
	Total		14,08,490	5.9166	14,07,039	1,451	99.8970	0.1030
	Total	12,01,59,147	8,90,58,103	74.1168	8,90,56,652	1,451	99.9984	0.0016

BRITANNIA INDUSTRIES LIMITED Bangalore

Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - AMENDMENTOF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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	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	3,54,80,407	2,67,76,717	75.4690	2,67,76,717	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		2,67,76,717	75.469	2,67,76,717	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,38,05,844	14,00,251	5.8820	13,97,061	3,190	99.7721	0.2278
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		15	0.0001	15	0	100.0000	0.0000
	Total		14,00,266	5.8821	13,97,076	3,190	99.7722	0.2278
	Total	12,01,59,147	8,90,49,879	74.1099	8,90,46,689	3,190	99.9964	0.0036

BRITANNIA INDUSTRIES LIMITED * Bangalore

Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - AMENDMENT OF ARTICLE 5 OF THE ARTICLES OF ASSOCIATION 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	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	3,54,80,407	2,67,76,717	75.4690	2,67,76,717	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		2,67,76,717	75.469	2,67,76,717	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,38,05,844	14,00,005	5.8809	13,88,394	11,611	99.1706	0.8293
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		15	0.0001	15	0	100.0000	0.0000
	Total		14,00,020	5.881	13,88,409	11,611	99.1707	0.8293
	Total	12,01,59,147	8,90,49,633	74.1097	8,90,38,022	11,611	99.9870	0.0130

BRITANNIA INDUSTRIES LIMITED Bangalore

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - AMENDMENT OF BRITANNIA INDUSTRIES LIMITED EMPLOYEE STOCK OPTION SCHEME ("ESOS")							
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	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	3,54,80,407	2,67,76,717	75.4690	2,63,47,216	4,29,501	98.3959	1.6040
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,67,76,717	75.469	2,63,47,216	4,29,501	98.3960	1.6040
Public- Non Institutions	E-Voting	2,38,05,844	14,00,296	5.8822	13,81,497	18,799	98.6574	1.3425
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		15	0.0001	15	0	100.0000	0.0000
	Total		14,00,311	5.8823	13,81,512	18,799	98.6575	1.3425
	Total	12,01,59,147	8,90,49,924	74.1100	8,86,01,624	4,48,300	99.4966	0.5034

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 : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

October 16, 2018

To,
Britannia Industries Limited
5/1A, Hungerford Street,
Kolkata-700 017

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Resolutions:

a) Ordinary Resolution for Sub-division of Equity Shares of the Company.

b) Special Resolution for Amendment of the Capital Clause of the Memorandum of Association of the Company.

c) Special Resolution for Amendment of Article 5 of the Articles of Association of the Company.

d) Special Resolution for Amendment of Britannia Industries Limited Employee Stock Option Scheme ("ESOS")

I now enclose the following:

a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical mode and e-voting done through electronic mode.

b) The register showing the particulars of the physical postal ballots received and processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said Resolutions.

Thanking you.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Yours faithfully,

P. N. Parikh
Parikh & Associates

Encl.: As above.

BRITANNIA INDUSTRIES LIMITED Bangalore

The voting period for remote e-voting commenced on Sunday, September 16, 2018 at 09:00 a.m. (IST) and ended on Monday, October 15, 2018 at 05:00 p.m. (IST) and the e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical postal ballot forms received up to Monday, October 15, 2018 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and the physical postal ballot forms received and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a consolidated Scrutinizer's Report of the votes cast in favour or against the Resolutions.

I now submit my consolidated Scrutinizer Report on the results of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

BRITANNIA INDUSTRIES LIMITED Bangalore

Contd....3

Resolution 2.Special Resolution:

Amendment of the Capital Clause of the Memorandum of Association of the Company.

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

Number of members voted through electronic voting system and through physical postal ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
1193	8,90,46,689	100.00(Rounded Off)

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

Number of members voted through electronic voting system and through physical postal ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
24	3,190	0.00

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
NIL	NIL

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES *

BRITANNIA INDUSTRIES LIMITED Bangalore ★

Contd....5

Resolution 4.Special Resolution:

Amendment of Britannia Industries Limited Employee Stock Option Scheme ("ESOS")

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

Number of members voted through electronic voting system and through physical postal ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
1120	8,86,01,624	99.50

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

Number of members voted through electronic voting system and through physical postal ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
100	4,48,300	0.50

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
NIL	NIL

PARIKH & ASSOCIATES * COMPANY SECRETARIES * MUMBAI

BRITANNIA INDUSTRIES LIMITED * Bangalore

Place: Mumbai

Dated: October 16, 2018

Signature:
Name: P. N. Parikh
Scrutinizer
FCS: 327 CP: 1228