



8th August, 2012

1. The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy
Towers, Dalal Street
Fort
MUMBAI 400 023
Fax No: 022-22722039/3121/3132
22723719 / 2037
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
Fax No: 022-26598237 / 8238

Dear Sirs,

Sub: Information pursuant to Clauses 31(d) and 35A of the Listing Agreement – Proceedings at the Annual General Meeting

As required in terms of Clause 31(d) read with Clause 35A of the Listing Agreement, the requisite information relating to the Annual General Meeting of the Company held on Monday, 6th August 2012, at Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata 700 098, is furnished below:

Date of the AGM: 6th August, 2012

Total number of shareholders on record date: 38,038.

No. of shareholders present at the meeting either in person or through proxy: 3,434

Promoters and Promoter Group: 7

Public: 3427

No. of Shareholders who attended the meeting through Video-conferencing : None

Promoters and Promoter Group: NA

Public: NA



Details of the Agenda:

1. Adoption of Audited Accounts for the Year ended 31st March 2012

Resolution required: Ordinary

Mode of voting: By show of hands

The Balance Sheet of the Company as at 31 March 2012 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon were adopted by the members without anyone dissenting.

2. Declaration of Dividend

Resolution required: Ordinary

Mode of voting: By show of hands

Declaration of dividend of Rs. 8.50 per share of Rs. 2/- each was approved by the members without anyone dissenting.

3. Re-appointment of Mr. Keki Dadiseth as Director

Resolution required: Ordinary

Mode of voting: By show of hands

Re-appointment of Mr. Keki Dadiseth as a Director was approved by the members without anyone dissenting.

4. Re-appointment of Mr. Avijit Deb as Director

Resolution required: Ordinary

Mode of voting: By show of hands

Re-appointment of Mr. Avijit Deb as a Director was approved by the members without anyone dissenting.

5. Re-appointment of Mr. Nimesh N Kampani as Director

Resolution required: Ordinary

Mode of voting: By show of hands

Re-appointment of Mr. Nimesh N Kampani as a Director was approved by the members without anyone dissenting.



CONTINUATION

6. Re-appointment of Mr. S S Kelkar as Director

Resolution required: Ordinary

Mode of voting: By show of hands

Re-appointment of Mr. S S Kelkar as a Director was approved by the members without anyone dissenting.

7. Appointment of M/s. B S R & Co., Chartered Accountants, as Statutory Auditors

Resolution required: Ordinary

Mode of voting: By show of hands

Appointment of Messrs. B S R & Co., Chartered Accountants (Reg No.101248W), as Statutory Auditors of the Company from the conclusion of 93rd Annual General Meeting until the conclusion of the 94th Annual General Meeting at such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors, plus service tax and out of pocket expenses was approved by the members without anyone dissenting.

Yours faithfully,
For **BRITANNIA INDUSTRIES LIMITED**


P. GOVINDAN
Company Secretary