

Before the National Company Law Tribunal

Kolkata Bench, Kolkata

CA (CAA) No. 363 /KB/ 2019

In the Matter of:

The Companies Act, 2013

And

In the Matter of:

An application under Sections 230 and 232 of the said Act

And

In the Matter of:

Scheme of Arrangement amongst Britannia Industries Limited (the "Company") and its Members for issue of secured, non-convertible, redeemable, fully paid-up debentures by way of bonus to the Members as on Record Date out of the accumulated profits lying to the credit of profit & loss account;

And

In the Matter of:

Britannia Industries Limited CIN: L15412WB1918PLC002964;  
a Company incorporated under the Indian Companies Act, 1913  
and existing within the meaning of the Companies Act, 2013  
having its registered office at 5/1A, Hungerford Street  
Kolkata -700017, West Bengal, India  
..... Applicant Company

#### CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to Sections 108, 110, 230 and 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended]*

To

Shri Sanjay Kumar Gupta

The Chairperson

Meeting of Equity Shareholders of Britannia Industries Limited

Dear Sir,

**Re: Consolidated Report of Scrutinizer on the result of voting by way of remote e-voting, postal ballot and poll conducted at the venue in connection with Resolution detailed in the Notice dated 23<sup>rd</sup> April, 2019, convening the Meeting of the Equity Shareholders of Britannia Industries Limited held at Bhasha Bhawan Auditorium, National Library, Belvedere Road,**



ARUN KUMAR GUPTA  
Partner  
Membership No. 060892

Alipore, Kolkata 700 027 on 27<sup>th</sup> May, 2019 at 1:00 P.M. pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench vide order dated the 10<sup>th</sup> day of April, 2019 in Company Application No. 363 of 2019 as amended by an order dated the 22<sup>nd</sup> day of April, 2019 in Company Application No. 363 of 2019

I, Arun Kumar Gupta, appointed as the Scrutinizer for the Meeting of equity shareholders of Britannia Industries Limited ("the Company") by the Hon'ble National Company Law Tribunal, Kolkata Bench for the purpose of the Meeting of the Equity Shareholders of Britannia Industries Limited held at Bhasha Bhawan Auditorium, National Library, Belvedere Road, Alipore, Kolkata 700 027 on Monday, the 27<sup>th</sup> day of May, 2019 at 1.00 P.M. to scrutinize the voting by postal ballot/ remote e-voting and also poll at the meeting on the below mentioned resolution pursuant to the order dated the 10<sup>th</sup> day of April, 2019 as amended by an order dated the 22<sup>nd</sup> day of April, 2019 in Company Application No. 363 of 2019 of the Hon'ble National Company Law Tribunal, Kolkata Bench (for approval of the Scheme) do hereby submit my report as under:-

Compliances with the provisions of the Companies Act, 2013 and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and NCLT Order dated 10<sup>th</sup> day of April, 2019 and amended vide its order of 22<sup>nd</sup> April, 2019 relating to voting through Postal Ballot, remote e-voting and Poll at the meeting venue by the Members of the Company on the Resolution contained in the Notice dated 23<sup>rd</sup> April, 2019, are the responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, in all modes, are conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution, based on reports generated from e-voting system provided by National Securities Depository Limited for remote e-voting and counting of votes cast by Postal Ballot and Poll Papers.

I submit my report as under:

1. The Company has appointed National Securities Depository Limited to provide and facilitate remote e-voting process to the Members of the Company to cast their votes through a secured electronic mode on the Resolution contained in the Notice dated 23<sup>rd</sup> April, 2019, to be transacted at the said NCLT convened meeting.
2. As informed to me, the Company had completed the dispatch of Notice along with Postal Ballot Form, on 23<sup>rd</sup> April, 2019, pursuant to Sections 108, 110, 230(4) and other applicable provisions of the Companies Act, 2013 read with the applicable Rules made thereunder and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as



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on 31<sup>st</sup> March, 2019, the 'cut-off' date for determining the entitlement of the shareholders to vote on the resolution. The self-addressed postage prepaid envelopes in relation to voting by postal Ballot, were also sent along with the Notices dispatched through Post. The Postal Ballot Notice and the Postal Ballot Form were also placed on the Company's website [www.britannia.co.in](http://www.britannia.co.in).

The remote e-voting period remained opened from 9:00 AM on Saturday, 27<sup>th</sup> April, 2019 till 5:00 PM on Sunday, 26<sup>th</sup> May, 2019. The physical Postal Ballot Forms were to reach the Scrutinizer at the Registrar and Share Transfer Agent's Office at C/o. Karvy Fintech Private Limited, Unit of Britannia Industries Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad - 500 032, not later than 5:00 PM on Sunday, 26<sup>th</sup> May, 2019.

3. The requisite advertisement pursuant to Sections 108, 110 & 230 of the Companies Act, 2013 read with rules framed thereunder, was published in the "The Telegraph" (in English language) and in "Anandabazar Patrika" (in Bengali language), in their respective Kolkata editions on Friday, 24<sup>th</sup> April, 2019.
4. The total number of sealed envelopes containing votes cast by Postal Ballot received up to 5:00 PM. on Saturday, 26<sup>th</sup> May, 2019, i.e., the last date and time fixed by the Company for receipt of the Postal Ballot and opened in front of me, were 283 containing 283 Postal Ballot Forms, out of which 35 ballot forms were found invalid. These Postal Ballot Forms were considered for my scrutiny.
5. The Company has also provided the facility of voting through Poll Paper at the Venue to Members attending the meeting who have not cast their vote by remote e-voting facility or Postal Ballot. One empty Ballot Box was locked and sealed by me in the presence of members and proxies at the Venue.

The locked ballot box was subsequently opened by me in the presence of two witnesses (1) Ms. Mahua Singha, ACS and (2) Mr. Rohit Goyal and the representatives from M/s. Karvy Fintech Private Limited, Registrar and Share Transfer Agents of the Company and the total number of Poll Papers taken out from the Ballot Box were 196 out of which 79 poll papers were found to be invalid, which were considered for my scrutiny.

6. The Postal Ballot and Poll Papers were diligently scrutinized and were reconciled with the records maintained by M/s. Karvy Fintech Private Limited, Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
7. The votes cast by the members through remote e-voting system provided by NSDL were unblocked in presence of two witnesses, namely, (1) Ms. Mahua Singha and (2) Mr.



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Rohit Goyal and the representatives from Karvy Fintech Private Limited, Registrar and Share Transfer Agents of the Company on Sunday, 26<sup>th</sup> May, 2019 at around 5.35 P.M. A total of 1,374 members cast their vote through the e-voting mechanism.

8. I have relied on information provided by M/s. Karvy Fintech Private Limited, the Registrar & Share Transfer Agents of the Company, in relation to shareholders details including details regarding number of shares held and their respective signatures.

Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of National Securities Depository Limited, and the votes cast by the members through Postal Ballot and Poll Papers distributed at the meeting, the results of the voting on the following Resolution, is given below:

Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Kolkata ("**NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted or to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement Amongst Britannia Industries Limited (the "**Company**") and its Members for Issue of Secured, Non-Convertible, Redeemable, Fully Paid-Up Debentures by way of Bonus to the Members as on Record Date out of the Accumulated Profits Lying to the Credit of Profit & Loss Account ("**Scheme**"), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including



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passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper”.

Voting Summary –

Category	Mode of Voting	No. of shares held	No. of valid Votes Polled	In Favour	Against
				No. of Votes Cast	No. of Votes Cast
Promoter and Promoter Group	E-Voting	121745792	121745792	121745792	-
	Poll		-	-	-
	Postal Ballot		-	-	-
<b>Total</b>			<b>121745792</b>	<b>121745792</b>	<b>-</b>
Public Institutions	E-Voting	67570771	50852215	47018501	3833714
	Poll		-	-	-
	Postal Ballot		-	-	-
<b>Total</b>			<b>50852215</b>	<b>47018501</b>	<b>3833714</b>
Public Non Institutions	E-Voting	51001731	3831918	3825656	6262
	Poll		430774	430764	10
	Postal Ballot		132893	128133	4760
<b>Total</b>			<b>4395585</b>	<b>4384553</b>	<b>11032</b>
<b>Grand Total</b>		<b>240318294</b>	<b>176993592</b>	<b>173148846</b>	<b>3844746</b>
<b>% of valid Votes Polled</b>				<b>97.82%</b>	<b>2.17%</b>

All relevant documents, records and papers relating to e-voting, postal ballot and poll papers were handed over to the Chairperson of the meeting.

Place: Kolkata  
Date: 27.05.2019



ARUN KUMAR GUPTA  
Partner  
Membership No. 060892

Yours faithfully

*(Signature)*  
(Arun Kumar Gupta)  
Scrutinizer

	BRITANNIA INDUSTRIES LTD
Date of the EGM	27-05-2019
Total number of shareholders as on record date, i.e. 31.03.2019	141659
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	200
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)	SPECIAL - Approval of the Scheme of Arrangement amongst Britannia Industries Limited the "Company" and its Members for Issue of Secured, Non-Convertible, Redeemable, Fully Paid-Up Debentures by way of Bonus to the Members as on Record Date, out of the Accumulated Profits Lying to the Credit of Profit & Loss Account.							
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	12,17,45,792	12,17,45,792	100.0000	12,17,45,792	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		12,17,45,792	100.0000	12,17,45,792	0	100.0000	0.0000
Public- Institutions	E-Voting	6,75,70,771	5,08,52,215	75.2577	4,70,18,501	38,33,714	92.4610	7.5389
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,08,52,215	75.2577	4,70,18,501	38,33,714	92.4611	7.5389
Public- Non Institutions	E-Voting	5,10,01,731	38,31,918	7.5133	38,25,656	6,262	99.8365	0.1634
	Poll		4,30,774	0.8446	4,30,764	10	99.9976	0.0023
	Postal Ballot (if applicable)		1,32,893	0.2606	1,28,133	4,760	96.4181	3.5818
	Total		43,95,585	8.6185	43,84,553	11,032	99.7490	0.2510
Total		24,03,18,294	17,69,93,592	73.6497	17,31,48,846	33,44,746	97.8277	2.1723

In accordance with the provisions of Sections 230-232 of the Companies Act, 2013 read with rules made thereunder and SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the Scheme of Arrangement was approved by majority of persons representing three fourth in value of the public equity shareholders of the Applicant Company, who voted through postal ballot, remote e-voting and poll conducted at the venue of the meeting.

Dated this 28<sup>th</sup> May, 2019



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Company Secretary