



6th August, 2015

1. The Secretary
BSE 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: 96th Annual General Meeting (AGM) held on 4th August, 2015 - Declaration of Results of E-voting and poll at AGM

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company had provided remote electronic voting facility (E-Voting) to the Members entitled to cast their vote at the Annual General Meeting. The E-Voting process was carried out by the Company between 31st July, 2015 to 3rd August, 2015, with the cut-off date for determining Members, being 28th July, 2015. The Company had also provided facility of voting through poll at the AGM held on 4th August, 2015.

Mr. Arup Kumar Roy, Company Secretary in Practice, was appointed as a scrutinizer to scrutinize the remote E-Voting and poll process at the AGM and has submitted his Consolidated Report to the Chairman.

The Consolidated voting results in terms of Clause 35A of the Listing Agreement and the Report of the Scrutinizer are enclosed herewith.

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of 96th Annual General Meeting of the Company have been duly approved by the Members with requisite majority.

Request you to take the same on records.

Yours faithfully,
For Britannia Industries Limited

RK Arora
Rajesh Arora
Company Secretary

Encl: as above





CONTINUATION

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

Pursuant to Clause 31(d) read with Clause 35A of the Listing Agreement, the requisite information relating to the Annual General Meeting (AGM) of the Company held on Tuesday, 4th August 2015, at 11.00 a.m. at The Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata - 700 098, is furnished below:-

Date of the AGM	4 th August, 2015
Total number of shareholders on record date	55,923
No. of Shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none">• Promoters and Promoter Group• Public	8 5374
No. of Shareholders attended the Meeting through Video Conferencing <ul style="list-style-type: none">• Promoters and Promoter Group• Public	NIL



Resolution 1- Ordinary Resolution

Adoption of Audited Statement of Profit and Loss for the Finance Year ended 31 March 2015 and the Balance Sheet as on that date and the Reports of the Directors and the Auditors thereon.

Promoter/Public	Total Ballot Forms	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	8	60872896	60872896	100.000000	60872896	0	100.000000	0.000000
Public – Institutional holders	240	34923121	20649943	59.129718	20649943	0	100.000000	0.000000
Public-Others	247	24179798	1262763	5.222389	1262706	57	99.995486	0.004514
Total	495	119975815	82785602	69.001908	82785545	57	99.999931	0.000069

Resolution 2- Ordinary Resolution

Declaration of Dividend for the Financial Year ended 31 March 2015.

Promoter/Public	Total Ballot Forms	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	8	60872896	60872896	100.000000	60872896	0	100.000000	0.000000
Public – Institutional holders	250	34923121	21485456	61.522153	21485456	0	100.000000	0.000000
Public-Others	248	24179798	1262594	5.221690	1262512	82	99.993505	0.006495
Total	506	119975815	83620946	69.698169	83620864	82	99.999902	0.000098

Resolution 3- Ordinary Resolution

Appoint a Director in place of Mr. Ness N Wadia (holding DIN: 00036049), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/Public	Total Ballot Forms	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	8	60872896	60872896	100.000000	60872896	0	100.000000	0.000000
Public – Institutional holders	249	34923121	21450635	61.422446	19037506	2413129	88.750314	11.249686
Public-Others	248	24179798	1262770	5.222417	1262395	375	99.970303	0.029697
Total	505	119975815	83586301	69.669292	81172797	2413504	97.112560	2.887440

Resolution 4 – Ordinary Resolution

Appoint M/s. BSR & Co.LLP, Chartered Accountants, as Statutory Auditors of the Company.

Promoter/Public	Total Ballot Forms	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	8	60872896	60872896	100.000000	60872896	0	100.000000	0.000000
Public – Institutional holders	250	34923121	21485456	61.522153	21485456	0	100.000000	0.000000
Public-Others	246	24179798	1262757	5.222364	1262718	39	99.996912	0.003088
Total	504	119975815	83621109	69.698305	83621070	39	99.999953	0.000047



ARUP KUMAR ROY

Practicing Company Secretary

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Form No. MGT 13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman,

Mr. Nussli N. Wadia

Britannia Industries Limited,

5/1A, Hungerford Street

Kolkata 700 017

Dear Sir,

I, Arup Kumar Roy, Practicing Company Secretary (Membership No. ACS 6784) was appointed as a Scrutinizer by the Board of Directors of the Company vide resolution passed on 21st May, 2015 for the purpose of the poll taken on the below mentioned resolutions at the 96th Annual General Meeting of the Equity Shareholders of Britannia Industries Limited held on Tuesday, 4th August, 2015 at 11 a.m at the Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata 700 098, submit as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes were kept for polling and the same were locked in my presence with due identification marks placed on the same.
2. The locked ballot boxes were subsequently opened in my presence (along with presence of two witnesses viz. Ms. Sonia Shahdadpuri and Ms. Shalini Ojha, not in employment of the Company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and Number of Shares held by respective Members were scrutinized and confirmed by the Registrar and Share Transfer Agent.
3. 2 (Two) poll papers were found to be invalid.
4. The result of the poll is as per annexure attached herewith.
5. The list of Equity Shareholders (a compact disc (CD) containing a list of Equity Shareholders) who voted 'for' or 'against' for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary and Representative of the Company/Director for keeping under safe custody.

Thanking You,

Yours faithfully,

Arup Kumar Roy
Company Secretary in Practice

(Scrutinizer)

Place: Kolkata

Date: 4th August, 2015



BRITANNIA INDUSTRIES LIMITED

**RAJESH ARORA
COMPANY SECRETARY**

ARUP KUMAR ROY

Practicing Company Secretary

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Report of Scrutinizer on Remote E- Voting Process

[Pursuant to 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 E-Voting Process 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 by the Companies (Management and Administration) Amendment Rules, 2015 for 96th Annual General Meeting.

The Board of Directors of Britannia Industries Limited ('the Company') have vide resolution passed on 21st May, 2015 decided to provide to the Members of the Company, a facility to exercise their right to vote by way of Electronic means on the resolutions as set out in the Notice of 96th Annual General Meeting of the Company held on Tuesday, 4th August 2015 as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015.

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 resolution passed on 21st May, 2015 as required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice convening the 96th Annual General Meeting of the Company to be held on Tuesday, 4th August, 2015.

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 on the resolutions set out in the Notice for the 96th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to ensure that the remote e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes casted "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 e-voting facilities, engaged by the Company.

The Notice dated 21st May, 2015 convening the 96th Annual General Meeting of the Company to be held on Tuesday, 4th August, 2015 was sent to Members of the Company.

BRITANNIA INDUSTRIES LIMITED

RAJESH ARORA

RAJESH ARORA
COMPANY SECRETARY



ARUP KUMAR ROY

Practicing Company Secretary

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Phone: +91 33 2463 5127, Mobile: 98213 87986
arupkr@rediffmail.com



The Members holding shares as on the "cut off" date i.e. 28th July, 2015 were entitled to vote on the proposed 4 (four) resolutions as mentioned in the Notice dated 21st May, 2015 of the 96th Annual General Meeting of the Company.

In this regard, I submit my report as under:-

1. The remote e-voting period remained open from Friday, 31st July 2015 (9:00 a.m.) and ended on Monday, 3rd August 2015 (5:00 p.m.).
2. At the end of the remote e-voting period, I have unblocked the electronic votes in the presence of two witnesses, Ms. Sonia Shahdarpuri residing at 26B, Dr. Suresh Sarkar Road, Kolkata - 700014 and Ms. Shalini Ojha, residing at 132H, Syed Abdul Rahman Road, Kolkata-700 082 who are not in 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 e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. We have scrutinized the votes casted through electronic means for the purpose of this Report.
5. The particulars of all the electronic votes casted by the Members through remote e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the remote e-voting is as per annexure attached herewith.
7. The Registers, all other paper and relevant record relating to remote e-voting 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 may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you.

Yours faithfully,

Arup Kumar Roy
Practicing Company Secretary
Membership No. ACS 6784
CP No. 9597
Place: Kolkata
Date: 4th August, 2015



BRITANNIA INDUSTRIES LIMITED

Rajesh Arora
RAJESH ARORA
COMPANY SECRETARY

Encl :

**Annexure to Scrutinizer's Report
Result of Poll Conducted at 96th Annual General Meeting of
Britannia Industries Limited held on Tuesday, 4th August, 2015**

Sr. No.	Resol. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid / Abstain 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		
1	1	Adoption of Audited Statement of Profit and Loss for the year ended 31 st March, 2015 and the Balance Sheet as at that date and the Reports of the Directors and the Auditor's thereon.	Ordinary	45	178739	99.999	1	2	0.001	2	30
2	2	Declaration of dividend for the financial year ended 31 st March, 2015.	Ordinary	44	178664	99.957	2	77	0.043	2	30
3	3	Appointment of Director in place of Mr. Ness N Wadia (holding DIN.00056049) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	45	178739	99.999	1	2	0.001	2	30
4	4	Appointment of M/s. BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company.	Ordinary	44	178738	99.999	1	2	0.001	3	31

BRITANNIA INDUSTRIES LIMITED



Rajesh

**RAJESH AGORA
COMPANY SECRETARY**

**Consolidated Voting Results of 96th Annual General Meeting of
Britannia Industries Limited (E-Voting and Poll at AGM)**

Sr. No.	Resolution No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid / Abstain Votes			
				Voted in Favour (Assent)			Voted Against (Dissent)			No. of members voted	No. of votes casted	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				
1	1	Adoption of Audited Statement of Profit and Loss for the year ended 31 st March, 2015 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	492	82785545	99.999	3	57	0.001	24	835554		
2	2	Declaration of dividend for the financial year ended 31 st March, 2015.	Ordinary	503	83620864	99.999	3	32	0.001	3	210		
3	3	Appoint a Director in place of Mr. Ness N Wajra (holding DIN: 0036049) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	461	81172797	97.113	44	2413504	2.887	4	24855		
4	4	Appoint M/s. BSR & Co LLP, Chartered Accountants, as Statutory Auditors of the Company	Ordinary	499	83621070	99.999	5	39	0.001	5	47		



BRITANNIA INDUSTRIES LIMITED

Rajesh Arora

**RAJESH ARORA
COMPANY SECRETARY**