



13th August, 2014

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: 95th Annual General Meeting (AGM) held on 12th August, 2014 - Declaration of Results of E-voting and Poll at AGM

Pursuant to the Provisions Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided 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 6th August, 2014 to 8th August, 2014, with the record date for determining Members, being 4th July, 2014. The Company had also provided ballot voting for all the Resolutions at the AGM held on 12th August, 2014.

Mr. Arup Kumar Roy, Company Secretary in Practice, was appointed as a Scrutinizer for E-Voting as well as voting through ballot 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 Resolutions as set out in the Notice of 95th Annual general Meeting of the Company have been duly approved by the Members with requisite majority.

Please take the same on record.

Yours faithfully,
For BRITANNIA INDUSTRIES LIMITED

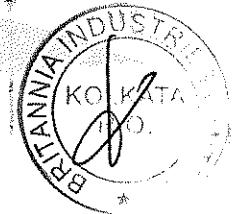
VIVEK RAIZADA
HEAD - LEGAL & COMPANY SECRETARY



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, 12th August 2014, 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	12 th August, 2014
Total number of Shareholders on record date	4543
No. of Shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none">• Promoters and Promoter Group• Public	7 4536
No. of Shareholders attended the Meeting through Video Conferencing <ul style="list-style-type: none">• Promoters and Promoter Group• Public	NIL



BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 1								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	122	34857725	11267446	32.295412	11267446	0	100.000000	0.000000
Public-Others	101	24199745	155515	0.642631	155495	20	99.887140	0.012860
Total	230	119925815	72281306	60.271682	72281286	20	99.999972	0.000028

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 2								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	131	34857725	12124256	34.782121	12124256	0	100.000000	0.000000
Public-Others	101	24199745	155506	0.642594	155496	10	99.993569	0.006431
Total	239	119925815	73148107	60.994463	73148097	10	99.999986	0.000014

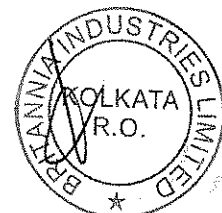
BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 3								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	127	34857725	11255501	32.289832	10876515	378966	96.632882	3.367118
Public-Others	101	24199745	155506	0.642594	154892	614	99.605160	0.394840
Total	235	119925815	72279352	60.270053	71699752	379600	99.474815	0.525185

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 4								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	131	34857725	12124256	34.782121	12124256	0	100.000000	0.000000
Public-Others	100	24199745	155457	0.642391	155439	18	99.968421	0.011579
Total	238	119925815	73148058	60.994422	73148040	18	99.999976	0.000025

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 5								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	122	34857725	11288850	32.385504	11288850	0	100.000000	0.000000
Public-Others	100	24199745	155498	0.642552	155477	19	99.987781	0.012219
Total	229	119925815	72312691	60.297852	72312672	19	99.999974	0.000026

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 6								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	131	34857725	12124256	34.782121	12124256	0	100.000000	0.000000
Public-Others	101	24199745	155506	0.642594	155310	196	99.873980	0.126040
Total	239	119925815	73148107	60.994463	73147911	196	99.999732	0.000268

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 7								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	131	34857725	12124256	34.782121	12124256	0	100.000000	0.000000
Public-Others	99	24199745	155498	0.642560	155302	196	99.873953	0.126047
Total	237	119925815	73148099	60.994456	73147903	196	99.999732	0.000268



BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 8								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	131	34857725	12124256	34.782121	12124256	0	100.000000	0.000000
Public-Others	98	24199745	155493	0.642540	155424	69	99.955625	0.044375
Total	236	119925815	73148094	60.984452	73148025	69	99.999906	0.000094

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 9								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	131	34857725	12124256	34.782121	12124256	0	100.000000	0.000000
Public-Others	97	24199745	155113	0.640970	154246	867	99.441053	0.558947
Total	235	119925815	73147714	60.984135	73146847	867	99.998815	0.001185

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 10								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	131	34857725	12124256	34.782121	12124256	0	100.000000	0.000000
Public-Others	97	24199745	155483	0.642499	154218	1267	99.185120	0.814880
Total	235	119925815	73148084	60.994444	73146817	1267	99.998268	0.001732

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 11								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	122	34857725	11873613	34.063075	6526190	5347423	54.963809	45.036191
Public-Others	98	24199745	154577	0.638755	154550	27	99.982533	0.017467
Total	227	119925815	72896535	60.784690	67549085	5347450	92.664329	7.335671

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 12								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	130	34857725	12123283	34.779329	7477832	4645451	61.881576	38.318424
Public-Others	101	24199745	155064	0.642594	154563	943	99.393593	0.606407
Total	238	119925815	73147134	60.993652	68500740	4646394	93.647880	6.352120

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 13								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	121	34857725	11074241	31.789833	10490403	583838	94.727984	5.272036
Public-Others	96	24199745	155064	0.640767	154492	572	99.631120	0.368880
Total	224	119925815	72097650	60.118541	71513240	584410	99.188419	0.810581

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 14								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	122	34857725	11873613	34.063075	6511196	5362417	54.837629	45.162471
Public-Others	99	24199745	155489	0.642565	149749	5750	96.302227	3.697773
Total	228	119925815	72897457	60.785459	67529290	5368167	92.636002	7.363998



BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 15								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	122	34857725	11873813	34.063075	11348037	524576	95.582002	4.417998
Public-Others	99	24199745	155495	0.642560	153131	2364	98.478694	1.520306
Total	228	119925815	72897453	60.785456	72370513	526940	99.277149	0.722851

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 16								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	121	34857725	11074241	31.789833	9806043	1268198	88.548217	11.481783
Public-Others	99	24199745	155498	0.642560	155091	407	99.738260	0.261740
Total	227	119925815	72088084	60.118903	70829479	1268605	98.240446	1.759554

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 17								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	122	34857725	11873813	34.063075	10278362	1597251	86.547894	13.452108
Public-Others	99	24199745	154305	0.637631	154273	32	99.979262	0.020738
Total	228	119925815	72896283	60.784463	71288980	1597283	97.808827	2.191173

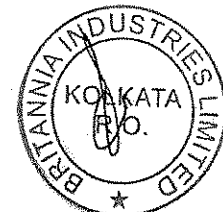
BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 18								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	130	34857725	12123283	34.779329	12123283	0	100.000000	0.000000
Public-Others	100	24199745	155600	0.642569	154225	1275	99.180064	0.819936
Total	237	119925815	73147128	60.993647	73145863	1275	99.998267	0.001733

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 19								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	130	34857725	12123283	34.779329	12123283	0	100.000000	0.000000
Public-Others	95	24199745	156313	0.645828	155018	1295	99.171534	0.828466
Total	232	119925815	73147941	60.994325	73146646	1295	99.998230	0.001770

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 20								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	125	34857725	11990231	34.397629	11958431	30800	99.743124	0.256876
Public-Others	95	24199745	155475	0.642485	150161	5314	96.582087	3.417913
Total	227	119925815	73014051	60.882681	72977937	36114	99.950538	0.049462

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 21								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	126	34857725	11991204	34.400421	11750589	240605	97.993488	2.006512
Public-Others	95	24199745	155475	0.642485	150314	5161	96.680495	3.319505
Total	228	119925815	73015024	60.883492	72769258	245766	99.663404	0.336596

BRITANNIA INDUSTRIES LIMITED (CIN : L15412WB1918PLC002964)								
Clause 35A (Physical and e-Voting)								
Resolution 22								
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	7	60868345	60868345	100.000000	60868345	0	100.000000	0.000000
Public – Institutional holders	126	34857725	11991204	34.400421	11750599	240605	97.993488	2.006512
Public-Others	94	24199745	155470	0.642445	149764	5706	96.329839	3.670161
Total	227	119925815	73018019	60.883488	72768708	246311	99.662697	0.337343





Report of Scrutinizer E- Voting Process

[Pursuant to rule 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 for 95th Annual General Meeting.

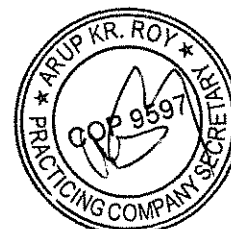
The Board of Directors of Britannia Industries Limited ('the Company') have vide resolution passed on 26th May, 2014 decided to provide to the Members of the Company, a facility to exercise their right to vote by way of Electronic means on the resolutions as set out in the Notice of 95th Annual General Meeting of the Company to be held on Tuesday, 12th August 2014 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.

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 26th May, 2014 as required under Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the 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 95th Annual General Meeting of the Company to be held on Tuesday, 12th August, 2014.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions set out in the Notice for the 95th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the 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 8th July, 2014 convening the 95th Annual General Meeting of the Company to be held on Tuesday, 12th August, 2014 along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to Members of the Company.

The Members holding shares as on the "cut off" date i.e 4th July, 2014 were entitled to vote on the proposed 22 (twenty two) resolutions as mentioned in the Notice dated 8th July, 2014 of the 95th Annual General Meeting of the Company.



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

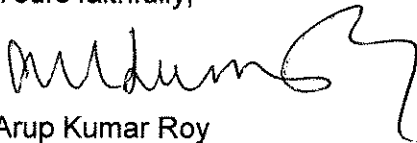
1. The e-voting period remained open from Wednesday, 6 August 2014 (9:00 a.m.) and ended on Friday, 8 August 2014 (6:00 p.m.).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses, Ms. Ankita Banerjee residing at 20, B.M. Roy Road, Kolkata-700 008 and Ms. Angana Chatterjee residing at 16 Ibrahimpur Road, Kolkata-700 032 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 e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the e-voting is as per annexure attached herewith.
7. The Registers, all other paper and relevant record relating to electronic 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:

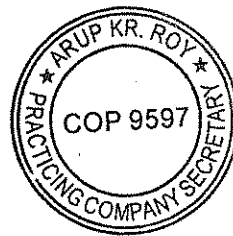
All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours faithfully,

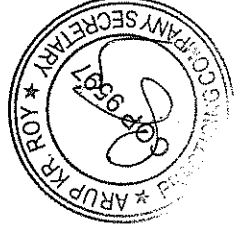


Arup Kumar Roy
Practicing Company Secretary
Membership No. ACS 6784
CP No. 9597
Place: Kolkata
Date: 9th August, 2014
Encl ;



**Annexure to the Scrutinizer's Report
Result of Voting through Electronic Means**

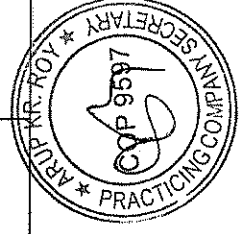
Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes		
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of members voted	No. of members voted	No. of votes casted
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes			
ORDINARY BUSINESS												
1	1	Adoption of Audited Statement of Profit and Loss for the year ended 31 st March, 2014 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	176	71501362	99.999	3	8	0	0.001	0	0
2	2	Declaration of dividend for the financial year ended 31 st March, 2014	Ordinary	185	72368172	99.999	3	8	0	0.001	0	0
3	3	Appoint a Director in place of Mr. A.K.Hirjee who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	174	71120384	99.469	10	379041	0	0.531	0	0
4	4	Appoint a Director in place of Mr. Jeh N Wadia who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	185	72368125	99.999	2	6	0	0.001	0	0
5	5	Appoint M/s. BSR & Co.LLP, Chartered Accountants, as Statutory Auditors of the Company	Ordinary	175	71532756	99.999	3	8	0	0.001	0	0



Sr. No.	Reso. No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting 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		
SPECIAL BUSINESS											
6	6	Appoint Mr. Varun Berry as Director of the Company	Ordinary	183	72367998	99.999	5	182	0.001	0	0
7	7	Appoint Mr. Varun Berry as Whole Time Director designated as Executive Director of the Company	Ordinary	181	72367990	99.999	5	182	0.001	0	0
8	8	Appoint Mr. Varun Berry as Managing Director of the Company	Ordinary	182	72368112	99.999	4	57	0.001	0	0
9	9	Approval for change in terms and conditions of appointment of Mr. Varun Berry as Managing Director of the Company	Ordinary	182	72367734	99.999	3	55	0.001	0	0
10	10	Appoint Mrs. Ranjana Kumar as Director of the Company	Ordinary	180	72366902	99.998	4	1255	0.002	0	0
11	11	Appoint Dr. Ajai Puri as Independent Director of the Company	Ordinary	114	67293746	93.312	62	4822862	6.688	0	0
12	12	Appoint Mr. Keki Dadiseth as Independent Director of the Company	Ordinary	130	67721370	93.580	57	4645837	6.420	0	0
13	13	Appoint Mr. Avijit Deb as Independent Director of the Company	Ordinary	167	71258446	99.916	6	59277	0.084	0	0



Sr. No.	Reso. No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes								Invalid Votes	
				Voting 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				
14	14	Appoint Mr. Nimesh N Kampani as Independent Director of the Company	Ordinary	109	67274496	93.284	68	4843034	6.716	0	0		
15	15	Appoint Mr. S.S.Kelkar as Independent Director of the Company	Ordinary	169	72115924	99.997	8	1602	0.003	0	0		
16	16	Appoint Mr. Nasser Munjee as Independent Director of the Company	Ordinary	160	70574140	98.956	16	744017	1.044	0	0		
17	17	Appoint Dr. Vijay L Kelkar as Independent Director of the Company	Ordinary	156	71043641	98.512	21	1072695	1.488	0	0		
18	18	Appoint Mrs. Ranjana Kumar as Independent Director of the Company	Ordinary	181	72365938	99.998	5	1263	0.002	0	0		
19	19	Approval of the remuneration of the Cost Auditors	Ordinary	178	72366996	99.999	3	138	0.001	0	0		
20	20	Special Resolution under Section 197 of the Companies Act, 2013 for payment of remuneration to Non-Executive Directors of the Company (i.e Directors other than the Managing Director and /or the Whole Time Directors)	Special	164	72199367	99.951	12	34757	0.049	0	0		



Sr. No.	Reso. No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			No. of members voted	No. of members voted
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes		
21	21	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs.2,000 crores.	Special	161	71990898	99.662	16	244199	0.338	0	0
22	22	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecation in connection with the borrowing upto Rs.2,000 crores	Special	161	71990895	99.662	15	244197	0.338	0	0



ARUP KUMAR ROY

Practicing Company Secretary

201, Sarat Bose Road, Kolkata - 700 029
Phone +91 33 2463 5197, Mobile 98316 87785
arupkroy@rediffmail.com



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. Nusli N.Wadia

Britannia Industries Limited.

5/1, Hungerford Street

Kolkata 700 017

Dear Sir,

I, Arup Kumar Roy, Practicing Company Secretary (Membership No. ACS 6784) was appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 95th Annual General Meeting of the Equity Shareholders of Britannia Industries Limited held on Tuesday, 12th August, 2014 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. Ankita Banerjee and Ms. Angana Chatterjee, not in employment of the Company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrars and 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 Transfer Agent.
3. 1 (one) poll paper was 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: 12th August, 2014

Annexure to Scrutinizer's Report
Result of Poll Conducted at 95th Annual General Meeting of
Britannia Industries Limited held on Tuesday, 12th August, 2014

Sr. No.	Resol ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid 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, 2014 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon.	Ordinary	47	779924	99.998	4	12	0.002	1	0
2	2	Declaration of dividend for the financial year ended 31 st March, 2014	Ordinary	50	779925	99.999	1	2	0.001	1	0
3.	3	Appoint a Director in place of Mr. A.K.Hirjee who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	45	779368	99.928	6	559	0.072	1	0
4	4	Appoint a Director in place of Mr. Jeh N Wadia who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	47	779915	99.998	4	12	0.002	1	0



Sr. No.	Resol ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes		
				Voted in Favour (Assent)			Voted Against (Dissent)			No. of members voted	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			
5	5	Appoint M/s. BSR & Co.LLP, Chartered Accountants, as Statutory Auditors of the Company	Ordinary	48	779916	99.999	3	11	0.001	1	0	
		SPECIAL BUSINESS										
6	6	Appoint Mr. Varun Berry as Director of the Company	Ordinary	46	779913	99.998	5	14	0.002	1	0	
7.	7	Appoint Mr. Varun Berry as Whole Time Director designated as Executive Director of the Company	Ordinary	46	779913	99.998	5	14	0.002	1	0	
8	8	Appoint Mr. Varun Berry as Managing Director of the Company	Ordinary	46	779913	99.998	4	12	0.002	1	0	
9	9	Approval for change in terms and conditions of appointment of Mr. Varun Berry as Managing Director of the Company	Ordinary	44	779113	99.896	6	812	0.104	1	0	



Sr. No.	Resol ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid 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		
10	10	Appoint Mrs. Ranjana Kumar as Director of the Company	Ordinary	47	779915	99.998	4	12	0.002	1	0
11	11	Appoint Dr. Ajai Puri as Independent Director of the Company	Ordinary	43	255339	32.739	8	524588	67.261	1	0
12	12	Appoint Mr. Keki Dadiseth as Independent Director of the Company	Ordinary	46	779370	99.929	5	557	0.071	1	0
13	13	Appoint Mr. Avijit Deb as independent Director of the Company	Ordinary	42	254794	32.669	9	525133	67.331	1	0
14	14	Appoint Mr. Nimesh N Kampani as Independent Director of the Company	Ordinary	42	254794	32.669	9	525133	67.331	1	0



Sr. No.	Resol ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes								Invalid 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	No. of members voted	No. of votes casted		
15	15	Appoint Mr. S.S.Kelkar as Independent Director of the Company	Ordinary	42	254589	32.643	9	525338	67.357	1	0	0	
16	16	Appoint Mr. Nasser Munjee as Independent Director of the Company	Ordinary	43	255339	32.739	8	524588	67.261	1	0	0	
17	17	Appoint Dr. Vijay L Kelkar as Independent Director of the Company	Ordinary	43	255339	32.739	8	524588	67.261	1	0	0	
18	18	Appoint Mrs. Ranjana Kumar as Independent Director of the Company	Ordinary	47	779915	99.998	4	12	0.002	1	0	0	
19	19	Approval of the remuneration of the Cost Auditors	Ordinary	47	779650	99.852	4	1157	0.148	1	0	0	



Sr. No.	Resol ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voted in Favour (Assent)			Voted Against (Dissent)			No. of members voted	No. of votes casted
				No. of members voted	% of valid votes	No. of members voted	% of valid votes	No. of members voted	% of valid votes		
20	20	Special Resolution under Section 197 of the Companies Act, 2013 for payment of remuneration to Non-Executive Directors of the Company (i.e Directors other than the Managing Director and /or the Whole Time Directors)	Special	44	778570	99.826	7	1357	0.174	1	0
21	21	Special Resolution under Section 180(1) (c) of the Companies Act, 2013 for borrowing upto Rs.2,000 crores.	Special	43	778360	99.799	8	1567	0.201	1	0
22	22	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecation in connection with the borrowing upto Rs.2000 crores	Special	41	777813	99.729	10	2114	0.271	1	0

ARUP KR. ROY

PRACTISING COMPANY SECRETARY
COP 9597

**Consolidated Voting Results of 95th Annual General Meeting of
Britannia Industries Limited (E- Voting and Poll at AGM)**

Sr. No.	Resol- ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid 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, 2014 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon	Ordinary	223	72281286	99.999	7	20	0.001	1	0
2	2	Declaration of dividend for the financial year ended 31 st March, 2014	Ordinary	235	73148097	99.999	4	10	0.001	1	0
3	3	Appoint a Director in place of Mr. A.K.Hirjee who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	219	71899752	99.475	16	379600	0.525	1	0
4	4	Appoint a Director in place of Mr. Jeh N Wadia who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	232	73148040	99.999	6	18	0.001	1	0



Sr. No.	Resolution No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes		
				Voted in Favour (Assent)			Voted Against (Dissent)			No. of members voted	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			
5	5	Appoint M/s. BSR & Co.LLP , Chartered Accountants, as Statutory Auditors of the Company	Ordinary	223	72312672	99.999	6	19	0.001	1	0	
		SPECIAL BUSINESS										
6	6	Appoint Mr. Varun Berry as Director of the Company	Ordinary	229	73147911	99.999	10	196	0.001			
7.	7	Appoint Mr. Varun Berry as Whole Time Director designated as Executive Director of the Company	Ordinary	227	73147903	99.999	10	196	0.001	1	0	
8	8	Appoint Mr. Varun Berry as Managing Director of the Company	Ordinary	228	73148025	99.999	8	69	0.001	1	0	
9	9	Approval for change in terms and conditions of appointment of Mr. Varun Berry as Managing Director of the Company	Ordinary	226	73146847	99.999	9	867	0.001	1	0	



Sr. No.	Resol ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid 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				
10	10	Appoint Mrs. Ranjana Kumar as Director of the Company	Ordinary	227	73146817	99.998	8	1267	0.002	1	0		
11	11	Appoint Dr. Ajai Puri as Independent Director of the Company	Ordinary	157	67549085	92.664	70	5347450	7.336	1	0		
12	12	Appoint Mr. Keki Dadiseth as Independent Director of the Company	Ordinary	176	68500740	93.648	62	4646394	6.352	1	0		
13	13	Appoint Mr. Avijit Deb as Independent Director of the Company	Ordinary	209	71513240	99.189	15	584410	0.811	1	0		
14	14	Appoint Mr. Nimesh N Kampani as Independent Director of the Company	Ordinary	151	67529290	92.636	77	5368167	7.364	1	0		



Sr. No.	Resolution No./Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid 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		
15	15	Appoint Mr. S.S. Kelkar as Independent Director of the Company	Ordinary	211	72370513	99.277	17	526940	0.723	1	0
16	16	Appoint Mr. Nasser Munjee as Independent Director of the Company	Ordinary	203	70829479	98.240	24	1268605	1.760	1	0
17	17	Appoint Dr. Vijay L. Kelkar as Independent Director of the Company	Ordinary	199	71298980	97.809	29	1597283	2.191	1	0
18	18	Appoint Mrs. Ranjana Kumar as Independent Director of the Company	Ordinary	228	73145853	99.998	9	1275	0.002	1	0
19	19	Approval of the remuneration of the Cost Auditors	Ordinary	225	73146646	99.998	7	1295	0.002	1	0



Sr. No.	Resol ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid 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				
20	20	Special Resolution under Section 197 of the Companies Act, 2013 for payment of remuneration to Non-Executive Directors of the Company(i.e. Directors other than the Managing Director and /or the Whole Time Directors)	Special	208	72977937	99.951	19	36114	0.049	1	0		
21	21	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs.2,000 crores.	Special	204	72769258	99.663	24	245766	0.337	1	0		
22	22	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecation in connection with the borrowing upto Rs.2000 crores	Special	202	72768708	99.663	25	246311	0.337	1	0		

ARUP KR. ROY



PRACTISING COMPANY SECRETARY
COP 9597