

30th June, 2020

1. To,
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400001

2. To,
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 - 400051

Dear Sir,

Sub: Annual Secretarial Compliance Report
Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2020 issued by M/s Parikh & Associates, Practicing Company Secretaries.

We request you to kindly take the above information on records.

Yours faithfully,
For Britannia Industries Limited



T.V. Thulsidass
Company Secretary
Membership No. A20927



Encl: as above

Secretarial Compliance Report of Britannia Industries Limited for the year ended 31st March, 2020

To,
The Board of Directors
Britannia Industries Limited
5/1A, Hungerford Street,
Kolkata, West Bengal -700017

We Parikh & Associates have examined:

- a) all the documents and records made available to us and explanation provided by Britannia Industries Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the review period)

- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
 and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However, the Company has received the show cause notice in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	(Refer Para (c) below)		

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	SEBI	<p>During the year, the Company received the Show Cause Notice (SCN) dated 15th October, 2019 for violation of regulation 30 and other related provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of one of its Director. In response to the SCN, the Company without admitting the findings of facts and conclusions of law submitted a settlement application on 13th December, 2019 to SEBI in accordance with the provisions of Section 15JB of the SEBI Act, 1992 read with Regulation 3 of the SEBI (Settlement Proceedings) Regulations, 2018.</p> <p>SEBI passed a settlement order dated 29th April, 2020, pursuant to which the Company has paid the settlement amount of Rs. 21,67,500/- and the Director also paid the settlement amount as communicated by SEBI. Pursuant to this Settlement Order, the adjudication proceedings under the aforementioned SCN against the Company and the Director stands settled.</p>	As per column 3 herein	----

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
2	SEBI	During the year, SEBI has issued a show cause notice dated 8 th November, 2019 in the matter related to M/s Sharepro Services Pvt Ltd, the former Registrar and Share Transfer Agent of the Company. The Company has filed a Settlement Application on 21 st January, 2020, which was considered and cleared by the Internal Committee of SEBI on 11 th March 2020 for further approvals and is presently awaiting final Settlement orders from SEBI.	As per column 3 herein	-----

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Mumbai

Date: 2nd June, 2020

For Parikh & Associates

Shalini
Mohan

Signature: Bhat

Name of the Practicing Company Secretary: Shalini Bhat

FCS No.: 6484 CP No.: 6994

UDIN: F006484B000311426

Digitally signed by Shalini Mohan Bhat
DN: c=IN, o=Personal,
postalCode=400066, st=Maharashtra,
2.5.4.20=ab2eb0c2a3c7ca5f9f0a53ba4e
67b3f15671152f52a90a87180515426276
4b,
serialNumber=2f2a97c2a3371a1d970e0
d9862b9a0299014e36d9e01b79ca210d
2a8d5a22, cn=Shalini Mohan Bhat,
Date: 2020.06.02 19:05:37 +05'30'