



30th June, 2021

1. To,
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001
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 – 400 051

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 2021 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, 2021

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, 2021 ("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; (Not applicable to the company during the review period)
- 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, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	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	During the FY 2019-20, SEBI has issued a show cause notice dated 8th November, 2019 in the matter related to M/s Sharepro Services Pvt Ltd, the former Registrar and Share Transfer Agent of the Company. Following the receipt of a Show Cause Notice the Company filed a Settlement Application and SEBI passed the settlement	As per column 3 herein	----

		order on 17th September, 2020. As a part of Settlement terms, the Company has paid an amount of Rs. 46,21,875/- as settlement charges.		
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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

Place: Mumbai

Date: April 27, 2021

For Parikh & Associates

SHALINI
MOHAN

Signature: BHAT

Name of the Practicing Company Secretary: Shalini Bhat

Digitally signed by SHALINI MOHAN BHAT
DN: c=IN, o=Personal, postalCode=411061,
st=Maharashtra,
2.5.4.20=fce01f167151004fe1dbbbd511300ea
5ee3c761eff1fe148583e4b04f21e,
pseudonym=C33EA3921F75F806DF61D19F34
30D053D3FE301,
serialNumber=21BA9782A337FA1D970EC0D98
62B9AD295014E36D0ED3B79C9E216D2FA8D5
A22, cn=SHALINI MOHAN BHAT
Date: 2021.04.27 18:29:10 +05'30'

FCS No.: 6484 CP No.: 6994

UDIN: F006484C000186081