

BRITANNIA INDUSTRIES LIMITED

Registered Office: 5/1A, Hungerford Street, Kolkata - 700 017

NOTICE

Notice is hereby given that the Ninety-third Annual General Meeting of the Members of Britannia Industries Limited will be held on Monday, 6 August 2012, at 11 a.m. at The Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata 700 098 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31 March 2012 and the Balance Sheet as on that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Keki Dadiseth, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Avijit Deb, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Nimesh N Kampani, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. S S Kelkar, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint Messrs B S R & Co., Chartered Accountants, (Reg. No. 101248W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the Ninety-fourth Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

NOTES:

- a. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote on a poll only instead of himself/herself and the proxy need not be a member of the company.
A proxy form duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.
- b. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19 July 2012 to Monday, 6 August 2012 (both days inclusive).
- c. Pursuant to the provisions of Section 205A of the Companies Act, 1956 (the Act) dividend for the financial years ended 31 March 2005 and onwards, which remains unpaid or unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to Investor Education and Protection Fund (IEPF) on the dates given in the table below:

Financial Year	Date of Declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2004 – 05	20-07-2005	26-08-2012	25-09-2012
2005 – 06	01-08-2006	07-09-2013	07-10-2013
2006 – 07	19-09-2007	26-10-2014	25-11-2014
2007 – 08	28-07-2008	03-09-2015	03-10-2015
2008 – 09	27-05-2009	03-07-2016	02-08-2016
2009 – 10	09-08-2010	15-09-2017	15-10-2017
2010 – 11	06-08-2011	12-09-2018	12-10-2018

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Company's Registrar and Transfer Agents at their address given herein below immediately, quoting their folio number/ DP ID and Client ID. It may be noted that once the unclaimed dividend is transferred to IEPF as aforesaid, no claim shall lie in respect of such amount by the Members.

- d. Members are requested to intimate immediately change of address, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be.
- e. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/Proxies should bring the Attendance Slip to the Meeting duly filled in, for attending the Meeting.
- f. Members, who hold shares under more than one folio in name(s) in the same order, are requested to send the relative share certificate(s) to the Company's Registrar and Transfer Agents for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.
- g. Members holding shares in dematerialised form may please note that, while opening a depository account with Participants they may have given their bank account details, which will be printed on their dividend warrants. However, if members want to change/correct the bank account details, they should send the same immediately to the Depository Participant concerned. Members are also requested to give the MICR code of their bank to their Depository Participant. The Company will not entertain any direct request from Members for cancellation/change in the bank account details furnished by Depository Participants to the Company.
- h. Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling Form No. 2B. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
- i. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with

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whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents.

- j. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agents, M/s. Sharepro Services (India) Private Limited, at the address mentioned below:

M/s. Sharepro Services (India) Private Limited
Unit: Britannia Industries Limited
13 AB, Samhita Warehousing Complex, II Floor,
Sakinaka Telephone Exchange Lane,
Off Andheri - Kurla Road, Sakinaka, Andheri (East),
Mumbai - 400 072.
Telephone Nos : 022-67720300/400
Fax No : 022-28591568
e-mail : indira@shareproservices.com or
sharepro@shareproservices.com

- k. Pursuant to Clause 47(f) of the Listing Agreement entered into with the Stock Exchanges, the Company has created an exclusive email ID, investorrelations@britindia.com for quick redressal of shareholders/investors grievances.

- l. In terms of the Circulars No. 17/2011 of 21 April 2011 and 18/2011 of 29 April 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "Green Initiative in Corporate Governance", MCA allows paperless compliances including service of a notice/document by companies to their shareholders through electronic mode. Therefore, as was done last year, the Company proposes to send documents required to be sent to shareholders like Notices of General Meetings (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. to the shareholders in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents will also be available on the Company's website www.britindia.co.in for download by the shareholders. The physical copies of the Annual Report will also be available at the Company's Registered Office in Kolkata for inspection during office hours. Shareholders will be entitled to be furnished, free of cost, with a copy of the Balance Sheet of the Company and all other documents required by law to be attached thereto including the Statement of Profit and Loss and Auditors' Report, upon receipt of a requisition from the shareholders, any time as a Member of the Company.

In order to enable the Company to send such documents in electronic form, the shareholders are requested to register their e-mail IDs either with the Company on its e-mail ID investorrelations@britindia.com or with the Company's Registrar and Transfer Agents, M/s. Sharepro Services (India) Private Limited, on their e-mail ID: britannia@shareproservices.com.

By Order of the Board of Directors
For BRITANNIA INDUSTRIES LIMITED

Registered Office:
5/1A, Hungerford Street,
Kolkata - 700 017.
28 May 2012

P. Govindan
Company Secretary

INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49(IV) (G) OF THE LISTING AGREEMENT:

MR. KEKI DADISETH

Mr Keki Dadiseth, 66, a Fellow of the Institute of Chartered Accountants of England & Wales, joined Hindustan Lever Ltd. (HLL) in India in 1973 as Manager in the Audit Department. His tenure in HLL included a three-year secondment to Unilever PLC in London (1984-87), where he held senior financial and commercial positions.

On his return to India in 1987, Mr. Dadiseth joined the Board of HLL and, until he became its Chairman in 1996, headed several businesses (Detergents & Personal Products) and functions (Personnel and Acquisition & Merger activities), for the Group in India.

Mr. Dadiseth was appointed as a Director on the Board of Unilever PLC and Unilever NV in May 2000 and a Member of the Executive Committee. On 1 January 2001, he took over as Director, Home and Personal Care, responsible for the HPC Business of Unilever world-wide. He retired from Unilever in May 2005.

In India, Mr. Dadiseth has been closely associated with various industry, educational, management and medical bodies. He is a Trustee of the Ratan Tata Trust and a member of the Managing Committee, Breach Candy Hospital Trust and member of B. D. Petit Parsee General Hospital. He is also a Director on the Board of the Indian Business School.

Mr. Dadiseth was inducted on the Company's Board on 31.05.2006. He is also the Chairman of the Remuneration/ Compensation Committee and a member of the Audit Committee and Innovation Committee of the Company's Board.

Details of his other Directorship and Committee membership are given below:

Name of the Company/ Body Corporate	Nature of interest	Chairmanship – Membership of Committees of the Board
Siemens Limited	Director	Chairman- Corporate Governance Committee Member- Audit Committee
ICICI Prudential Life Insurance Co. Ltd.	Director	Chairman – Risk Management and Audit Committee Member – Share Transfer Committee
ICICI Prudential Trust Ltd.	Director	-
The Indian Hotels Company Ltd.	Director	Chairman – Audit Committee and Nominations Committee
Godrej Properties Ltd.	Director	Chairman – Audit Committee Member – Remuneration Committee
Omnicom India Marketing Advisory Services Pvt. Ltd.	Chairman	-

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Name of the Company/ Body Corporate	Nature of interest	Chairmanship – Membership of Committees of the Board
Goldman Sachs	International Advisor	Member/ International Advisory Board
Prudential PLC	Director	Member – Remuneration Committee
Fleishman-Hillard Inc	-	Member – International Advisory Board
Sony India Private Limited	Chairman	-
Piramal Healthcare Ltd.	Director	Chairman – Corporate Governance & Ethics Committee, Member – Nomination and Remuneration Committee – Member – Audit and Risk Committee
Sony Corporation	-	Senior Advisor, Sony Group in India
Marsh & McLennan Companies Inc., India	-	Chairman – Convening Board
Atos India Pvt. Ltd.	-	Member – Strategic Advisory Board

Mr. Dadiseth does not hold any shares in the Company.

MR. AVIJIT DEB

Mr. Avijit Deb, 64, is a Solicitor and an Advocate enrolled with the Bar Association of the Calcutta High Court. He maintains his own firm of Solicitors in Kolkata and has over 40 years of experience in the Legal field. He has been associated with the Company since 1993 and was appointed with effect from 30.03.2001 as a Director subject to retirement by rotation. He is also a member of the Audit Committee of the Company's Board.

Details of Mr. Deb's other Directorship and Committee membership are given below:

Name of the Company	Nature of interest	Chairmanship – Membership of Committees of the Board
Haldia Petrochemicals Limited	Director	-
Bengal Club Limited	Director	-
Deb & Associates Consultants Pvt. Ltd.	Director	-
Media Contents & Communications Services (India) Pvt. Ltd.	Director	Member – Audit Committee
ABP TV Pvt. Limited	Director	-
Satellite Printing Private Limited	Director	-
Calcutta Media Institute Private Limited	Director	-
U.G. Healthcare Pvt. Ltd.	Director	-
U.G. Services Pvt. Ltd.	Director	-

He does not hold any shares in the Company.

MR. NIMESH N KAMPANI

Mr. Nimesh N Kampani, 65, is a graduate from Sydenham College and a qualified Chartered Accountant. Mr. Kampani is the founder and Chairman of the JM Financial Group, one of India's leading financial services groups, having business interests in investment banking, institutional equity sales, trading and research, private and corporate wealth management, equity broking, portfolio management, non banking financial activities, mutual fund, alternative asset management (consists of private equity fund and real estate fund), commodities broking and asset reconstruction.

In Mr. Kampani's career spanning more than three decades, he has made pioneering contributions to the development of the Indian capital markets and has advised several corporates on their financial needs, especially capital raising and mergers and acquisitions. He has been actively involved in various committees of CII, FICCI, SEBI, MOF, BSE, etc.

Mr. Kampani joined the Board of Britannia Industries Limited on 30.03.2001. He is the Chairman of the Audit Committee of the Board. He is a member of Share Transfer & Shareholders'/ Investors' Grievance and Ethics/Compliance Committee, Remuneration/Compensation Committee and Nomination Committee of the Company's Board.

Details of his other Directorship and Committee membership are given below:

Name of the Company	Nature of interest	Chairmanship – Membership of Committees of the Board
JM Financial Limited	Chairman and Managing Director	Member- Allotment & Share transfer Committee, Nomination Committee, Shareholders' Grievance Committee, Chairman – Compensation Committee
Kampani Consultants Limited	Chairman	-
Apollo Tyres Limited	Director	-
Deepak Nitrite Limited	Director	-
KSB Pumps Limited	Director	Chairman- Audit Committee
JM Financial & Investment Consultancy Services Pvt. Ltd.	Chairman	Chairman – Share Transfer Committee, Borrowing & Allotment Committee, Asset Liability Management Committee, Nomination Committee, Risk Management Committee, Preference Share Allotment Committee, Member – Investment Committee
JM Financial Trustee Company Pvt. Ltd.	Chairman	Member – Audit Committee

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Name of the Company	Nature of interest	Chairmanship – Membership of Committees of the Board
JM Financial Consultants Pvt. Ltd.	Chairman	Member- Audit Committee, Allotment Committee, Chairman – Remuneration/ Compensation Committee
JM Financial Services Pvt. Ltd.	Chairman	Chairman - Audit Committee
JM Financial Securities Pvt. Ltd.	Chairman	-
Capital Market Publishers India Pvt. Ltd.	Chairman	-

He does not hold any shares in the Company.

MR. S S KELKAR

Mr. S S Kelkar, 73, is a Post Graduate in Commerce and retired as an Executive Director of The Bombay Dyeing & Manufacturing Company Limited (Bombay Dyeing). He was associated with Bombay Dyeing for over 32 years and has held various positions in the functional areas of finance besides having previous banking experience. He continues his association with Bombay Dyeing as a Non-Executive Director.

Mr. Kelkar joined the Company's Board on 12.08.1998. He is also a member of the Share Transfer & Shareholders'/Investors' Grievance and Ethics/Compliance Committee and Investment/ Finance Committee of the Company's Board.

Details of Mr. Kelkar's other Directorship and Committee membership are given below.

Name of the Company/Body Corporate	Nature of interest	Chairmanship – Membership of Committees of the Board
The Bombay Dyeing & Mfg. Co. Ltd.	Director	Member – Audit Committee, Share Transfer & Shareholders'/ Investors' Grievance Committee, Executive Committee and Finance Committee
Nowrosjee Wadia & Sons Ltd.	Director	Member – Audit Committee
Kotak Mahindra Asset Management Co. Ltd.	Director	Member – Audit Committee, Appointment Committee, Chairman – Remuneration Committee
Placid Plantations Ltd.	Director	-
Harvard Plantations Ltd.	Director	-
Macrofil Investments Ltd.	Director	-
Naperol Investments Ltd.	Director	-
TVS Infrastructure Ltd.	Director	-

Name of the Company/Body Corporate	Nature of interest	Chairmanship – Membership of Committees of the Board
Kalabakan Investments Co. Ltd.	Director	-
Go Investments & Trading Pvt. Ltd.	Director	-
P T Five Star Textile Indonesia	Commissioner	-
Naira Holdings Ltd., British Virgin Standards	Director	-
Mill Owners Association	-	Member in committee
Bai Jerbai Wadia Hospital	-	Member – Board of Management
Nawrosjee Wadia Maternity Hospital	-	Member – Board of Management
Universal Business School	-	Member – Board of Governors

He does not hold any shares in the Company.

By Order of the Board of Directors
For **BRITANNIA INDUSTRIES LIMITED**

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28 May 2012

P. Govindan
Company Secretary