



April 16, 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: Compliance with Clause 35 of the Listing Agreement

Pursuant to Clause 35 of the Listing Agreement, we enclose the Shareholding Pattern for the quarter ended March 31, 2014.

Yours faithfully,
For BRITANNIA INDUSTRIES LIMITED

Vivek P Raizada
Head – Legal & Company Secretary

Encl: as above

Name of the Company : Britannia Industries Ltd.

Scrip Code : BSE : 500825 ; NSE : BRITANNIA ; NAME OF THE SCRIP : BRITANNIA ; CLASS OF SECURITY : EQUITY

Quarter Ended : 31st March, 2014

	No. of partly paid-up shares	As a % of total No. of partly paid-up shares	As a % of total no. of shares of the company
Partly Paid -up shares			
Held by Promoter / Promoter group	-	-	-
Held by Public	-	-	-
Total	-	-	-
	No. of outstanding securities	As a % of total no. of outstanding securities	As a % of total no. of shares of the company, assuming full conversion of the convertible
Outstanding convertible securities			
Held by Promoter / Promoter group	-	-	-
Held by Public	-	-	-
Total	-	-	-
	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full
Warrants			
Held by Promoter / Promoter group	-	-	-
Held by Public	-	-	-
Total	-	-	-
Total paid-up capital of the company assuming full conversion of warrants and convertible securities	-	-	-

(1) (a) Statement showing shareholding pattern

Category Code	Category of shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialised form	Total shareholding as a percentage of total no. of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) VI	As a percentage of (A+B+C) VII	Number of shares VIII	As a percentage of total shares held
I	II	III	IV	V	VI	VII	VIII	
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any other (Specify)	-	-	-	-	-	-	-
	SUB TOTAL (A) (1)	-	-	-	-	-	-	-
(2)	Foreign							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	1	2,250	2,250	0.00	0.00	-	-
(b)	Bodies Corporate	6	60,866,095	60,866,095	50.75	50.75	-	-
(c)	Institutions	-	0.00	0.00	0.00	0.00	-	-
(d)	Any other (Specify)	-	0.00	0.00	0.00	0.00	-	-
	SUB TOTAL (A) (2)	7	60,868,345	60,868,345	50.75	50.75	NA	NA
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	7	60,868,345	60,868,345	50.75	50.75	NA	NA
(B)	Public shareholding							
(1)	Institutions							
(a)	Mutual Funds/ UTI	73	4,500,626	4,499,376	3.75	3.75	-	-
(b)	Financial Institutions/ Banks	16	170,089	164,739	0.14	0.14	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	7	5,407,474	5,406,974	4.51	4.51	-	-
(f)	Foreign Institutional Investors	149	24,111,621	24,111,621	20.11	20.11	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Any other (Specify)	-	-	-	-	-	-	-
	Sub-Total (B) (1)	245	34,189,810	34,182,710	28.51	28.51	NA	NA
(2)	Non-Institutions							
(a)	Bodies Corporate	993	3,892,773	3,847,818	3.25	3.25	-	-
(b)	Individuals							
(i)	Individual shareholders holding nominal share capital up to Rs.1 lakh	45,067	16,333,999	13,326,181	13.62	13.62	-	-
(ii)	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	38	4,617,743	3,231,068	3.85	3.85	-	-
(c)	Others - Trusts	8	23,145	23,145	0.02	0.02	-	-
	Sub-Total (B) (2)	46,106	24,867,660	20,428,212	20.74	20.74	NA	NA
	Total Public Shareholding (B) = (B)(1) + (B)(2)	46,351	59,057,470	54,610,922	49.25	49.25	NA	NA
	Total (A) + (B)	46,358	119,925,815	115,479,267	100.00	100.00	NA	NA
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	NA	NA
1	Promoter and Promoter Group	-	-	-	-	-	NA	NA
2	Public	-	-	-	-	-	NA	NA
	GRAND TOTAL (A) + (B) + (C)	46,358	119,925,815	115,479,267	100.00	100.00	NA	NA

For BRITANNIA INDUSTRIES LIMITED

VIVEK P. RAIZADA
Head-Legal & Company Secretary

(1) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"											
Sl. No.	Name of the Shareholder	Details of Shares held		Encumbered shares			Details of Warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	Number	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause 1(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total convertible securities of the same class	
(I)	(II)	(III)	(V)	(V)	VI)=(V) / (III)*10	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Associated Biscuits International Limited	53,904,500	44.95	0.00	0.00	0.00	-	-	-	-	44.95
2	Dowbiggin Enterprises Pte Ltd	1,392,510	1.16	0.00	0.00	0.00	-	-	-	-	1.16
3	Nacupa Enterprises Pte Ltd	1,392,510	1.16	0.00	0.00	0.00	-	-	-	-	1.16
4	Spargo Enterprises Pte Ltd	1,392,510	1.16	0.00	0.00	0.00	-	-	-	-	1.16
5	Valletort Enterprises Pte Ltd	1,392,510	1.16	0.00	0.00	0.00	-	-	-	-	1.16
6	Bannatyne Enterprises Pte Ltd	1,391,555	1.16	0.00	0.00	0.00	-	-	-	-	1.16
7	Mr. Nusli Neville Wadia	2,250	0.00	0.00	0.00	0.00	-	-	-	-	0.00
TOTAL		60,868,345	50.75	0.00	0.00	0.00	-	-	-	-	50.75

(1)(c) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the Shareholder	No. of shares held	Shares as percentage of total no. of shares (i.e. Grand Total (A)+(B)+(C) indicated in statement at para(1)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total convertible securities of the same class	
1	Arisaig Partners (Asia) Pte Ltd A/c Arisaig India Fund Ltd.	10,671,488	8.90	-	-	-	-	8.90
2	Life Insurance Corporation of India	2,897,676	2.42	-	-	-	-	2.42
3	Tiger Global Mauritius Fund	2,670,000	2.23	-	-	-	-	2.23
4	Morgan Stanley Asia Singapore PTE	1,553,472	1.30	-	-	-	-	1.30
5	General Insurance Corporation of India	1,301,125	1.07	-	-	-	-	1.07
TOTAL		19,093,761	15.92	-	-	-	-	15.92

(1) (c) (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company.

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as percentage of total no. of shares (i.e. Grand Total (A)+(B)+(C) indicated in statement at para(1)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t. total number of convertible securities of the same class	
1	Arisaig Partners (Asia) Pte Ltd A/c Arisaig India Fund Ltd.	10,671,488	8.90	-	-	-	-	8.90
TOTAL		10,671,488	8.90	-	-	-	-	8.90

For BRITANNIA INDUSTRIES LIMITED

VIVEK P. RAIZADA
Head-Legal & Company Secretary

(1) (d) Statement showing details of locked in shares

Sr. No.	Name of the Shareholder	No. of locked-in Shares	Locked-in shares as percentage
		N.A.	
	TOTAL	-	0.00


(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc)	No. of Outstanding DRs	No. of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total no. of shares (i.e. Grand Total (A)+(B)+(C) indicated in
		N.A.		
	TOTAL	-	-	0.00

(II) (b) Statement showing holding of Depository Receipts (DRs) where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total no. of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc)	No. of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total no. of shares (i.e. Grand Total (A)+(B)+(C) indicated in
		N.A.		
	TOTAL	-	-	0.00

For BRITANNIA INDUSTRIES LIMITED


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III (a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.
(Give description of voting rights for each class of security Class X, Class Y, Class Z)

Category code	Caegory of shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V) (VI)	Total Voting Rights	
		Class X (III)	Class Y (IV)	Class Z (V)		As a % of (A+B) (VII)	As a % of (A+B+C) (VIII)
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/Hindu Undivided Family						
(b)	Central/State Government(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions/Banks						
(e)	Any Other (specify)						
	Sub-Total (A) (1)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(2)	Foreign						
(a)	Individuals (Non Resident/Foreign)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	Sub-Total (A)(2)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total Shareholding of Ptomoter and Ptomoter Group (A)=(A)(1) + (A)(2)						
(B)	Public Shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI						
(b)	Financial Institutions/Banks						
(c)	Central/State Government(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	Sub-Total (B) (1)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(2)	Non Instituons						
(a)	Bodies Corporate						
(b)	Individuals						
	i. Individual shareholders holding nominal share capital upto Rs. 1 lakh						
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.						
(c)	Any Other (specify)						
	Sub-Total (B) (2)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total Public Shareholding (B)=(B)(1)+(B)(2)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	GRAND TOTAL (A)+(B)+(C)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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VIVEN P. RAIZADA
Head-Legal & Company Secretary