

BRITANNIA INDUSTRIES LIMITED

(Corporate Identity Number: L15412WB1918PLC002964)

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

Phone : 033 22872439/2057; Fax : 033 22872501

Website: www.britannia.co.in E-mail ID: investorrelations@britindia.com

NOTICE

Notice is hereby given that the Ninety Seventh Annual General Meeting (AGM) of the Members of Britannia Industries Limited will be held on Monday, 8 August 2016 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 Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31 March, 2016 and the Reports of the Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31 March, 2016.
3. To appoint a Director in place of Mr. Nusli N Wadia (holding DIN: 00015731), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. B S R & Co. LLP, Chartered Accountants (Firm Reg. No. 101248W/W-100022), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 3rd consecutive AGM, subject to ratification of appointment by the Members at every AGM, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

By Order of the Board of Directors
For Britannia Industries Limited

Registered Office:
5/1A, Hungerford Street,
Kolkata - 700 017.
20 May, 2016

Rajesh Arora
GM - Legal & Company Secretary

NOTES:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

- b. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing the representative to attend and vote on their behalf at the meeting.
- c. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company by giving not less than three days of notice in writing to the Company.
- d. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 2 August 2016 to Monday, 8 August 2016 (both days inclusive) for annual closing and determining the entitlement of the Member to the final dividend for Financial Year 2015-16.

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- e. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within the period of 30 days from the date of declaration, to those Members whose name appear on the Register of Members as on 1 August 2016. In respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- f. Pursuant to the provisions of Section 205A and 205C and other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) dividend for the financial years ended 31 March, 2009 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
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
2011 – 12	06-08-2012	12-09-2019	12-10-2019
2012 – 13	12-08-2013	18-09-2020	18-10-2020
2013 -14	12-08-2014	18-09-2021	18-10-2021
2014 -15	04-08-2015	10-09-2022	10-10-2022

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 Agent at their address given herein below 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.

In terms of Section 205C of the Companies Act, 1956 read with the Investor Education and Protection

Fund (Awareness and Protection of Investor) Rules, 2001, during the financial year ended 31 March 2016, the Company has credited an aggregate amount of ₹ 16,33,788.00 /- to the Investor Education and Protection Fund (IEPF). As on 31 March 2016, the Company's unpaid / unclaimed dividend / interest / debenture redemption proceeds account had a balance of ₹ 4,56,29,726.07/- in various dividend / interest / debenture redemption proceeds accounts.

- g. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ Registrar and Transfer Agent of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- h. 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.
- i. 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 Agent for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.
- j. Members holding shares in dematerialised form may please note that, while opening a depository account with Participants they would 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.
- k. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can

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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 the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

- l. 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 whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company/Registrar and Transfer Agent.
- m. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS / NECS) facility should mandatorily be used by the Companies for the distribution of dividend to its members. In order to avail the facility of ECS / NECS, Members holding shares in physical form are requested to provide bank account details to the Company or its Registrar and Transfer Agent.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- n. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited, at the address mentioned below:

M/s. Karvy Computershare Private Limited

Unit: Britannia Industries Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli

Financial District, Nanakramguda,

Hyderabad – 500 032

Ph: 040 – 6716 2222; Fax No: 040 – 23420814

E-mail: einward.ris@karvy.com

- o. Pursuant to provisions of the SEBI (LODR) Regulations, 2015, the Company is maintaining an E-mail ID, investorrelations@britindia.com exclusively for quick redressal of members/investors grievances.
- p. Details under Regulation 36 (3) of SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting forms integral part of the notice. Requisite declarations have been received from the Director seeking his appointment / re-appointment.
- q. Electronic copy of the Annual Report 2015-16 and the Notice of 97th Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-Voting along with Attendance Slip and Proxy form is being sent to all the members whose E-mail IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail addresses, physical copy of the Annual Report 2015-16 and the Notice of 97th Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-Voting along with Attendance Slip and Proxy form is being sent in the permitted mode.
- r. Members may note that the Notice of the 97th Annual General Meeting and the Annual Report 2015-16 will also be available on the Company's website www.britannia.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor E-mail ID: investorrelations@britindia.com.

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- s. The Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
- t. In order to enable the Company to send such documents in electronic form, the Members are requested to register their E-mail ID either with the Company E-mail ID : investorrelations@britindia.com or with the Company's Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited, E-mail ID: einward.ris@karvy.com
- u. The notice of the 97th AGM is also available on the website of NSDL www.evoting.nsdl.com.
- v. **Voting through Electronic Means - Remote E-Voting**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force); Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote at the 97th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. Members who have not cast their vote by remote e-voting can exercise their voting rights at the meeting through poll paper.
 - III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to vote.
- IV. The remote e-voting period commences on 4 August, 2016 (9:00 AM) and ends on 7 August, 2016 (5:00 PM). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 1 August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member will not be allowed to change it subsequently.
- V. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., 1 August, 2016 only shall be entitled to avail the facility of remote e-voting and attend/vote at the AGM.
- VI. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e., 1 August, 2016 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or investorrelations@britindia.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.
- VII. The instructions for remote e-voting are as under:
 - A. Members whose shareholding is in the Dematerialization form and whose E-mail addresses is registered with the Company/ Depository Participants will receive an E-mail from NSDL informing user ID and Password:
 - 1. Open E-mail and open PDF file viz, "Britannia remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

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2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 3. Click on Shareholder - Login
 4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 7. Select "REVEN" of Britannia Industries Limited.
 8. Now you are ready for e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote cast successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to britannia.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. For Members whose shareholding is in the Dematerialization form and whose E-mail address are not registered with the Company/Depository Participants and the Members holding Shares in Physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instruction may be noted:
1. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM : **REVEN** (Remote E Voting Event Number) **USER ID** **PASSWORD/PIN**
 2. Please follow all steps from instructions 2 to 12 of A above to cast vote.
- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- IX. Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot Password" option available on the site to reset the password.
- X. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- XI. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- XII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 1 August, 2016.

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XIII. Mr. Arup Kumar Roy, Company Secretary in Practice (CP 9597 Address: 201, Sarat Bose Road Kolkata 700 029) has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.

XIV. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer after the conclusion of voting at the AGM will count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make within 2 days of conclusion of meeting, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.

XVI. The Results along with the report of the Scrutinizer shall be placed on the Company's website: www.britannia.co.in and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing and will be communicated to the Stock Exchanges.

- w. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 AM to 5:00 PM) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015

Mr. Nusli N Wadia was appointed as Director on the Company's Board on 5 September 1993 and has been the

Chairman of the Company since 8 September 1993. Mr. Wadia is a well-known Indian Industrialist. He is the Chairman of Wadia Group companies and also Director on the Board of several Indian companies. Mr. Wadia has contributed actively in the deliberations of various organisations such as the Cotton Textiles Export Promotion Council (TEXPROCIL), Mill Owners' Association (MOA), Associated Chambers of Commerce & Industry, etc. He is the former Chairman of TEXPROCIL and also of MOA. Mr. Wadia was appointed on the Prime Minister's Council on Trade & Industry during 1998 to 2004. He was the Convenor of the Special Group Task Force on Food and Agro Industries Management Policy in September, 1998. He was a Member of the Special Subject Group to review regulations and procedures to unshackle Indian Industry and on the Special Subject Group on Disinvestment. He was a member of ICMF from 1984-85 to 1990-91. He is Trustee of the Executive Committee of the Nehru Centre, Mumbai. Mr. Wadia has a distinct presence in public affairs and has been actively associated with leading charitable and educational institutions.

Mr. Wadia is also on the Board and Committees of the Board of several other leading companies as stated below:

Name of the Company	Nature of Interest	Committees of the Board
(a) Public Limited Companies		
The Bombay Dyeing and Mfg. Co Ltd	Chairman	Member – Nomination and Remuneration Committee
Wadia Techno – Engineering Services Limited	Director	-
Tata Steel Limited	Director	Chairman – Nomination and Remuneration Committee
Bombay Burmah Trading Corporation Limited	Chairman	Member – Nomination and Remuneration Committee
Tata Chemicals Limited	Director	Chairman – Nomination and Remuneration Committee

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Name of the Company	Nature of Interest	Committees of the Board
Tata Motors Limited	Director	Chairman – Nomination and Remuneration Committee
Go Airlines (India) Limited	Chairman	Chairman – Nomination and Remuneration Committee
(b) Private Limited Companies		
Go Investment & Trading Private Limited	Director	-
(c) Foreign Companies:		
Leila Lands SDN. Bhd. (Malaysia)	Chairman	-
Strategic Foods International Company LLC, Dubai, UAE	Director	-
Strategic Brand Holdings Co. Ltd. UAE	Director	-
Al Sallan Food Industries Co. S A O C, Oman	Director	-
Britannia and Associates (Dubai) Pvt. Ltd.	Director	-

Name of the Company	Nature of Interest	Committees of the Board
Al Fayafi General Trading Co. LLC, UAE	Director	-

Mr. Wadia is the Member of the Nomination and Remuneration Committee of the Board of the Company.

Mr. Wadia holds 2,250 (0.002%) Equity Shares in the Company.

Except Mr. Nusli N. Wadia being an appointee, Mr. Ness N. Wadia and Mr. Jeh N. Wadia (his sons), none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

During the Financial Year 2015-16, Mr. Wadia has attended all the seven Board Meetings held during the year.

By Order of the Board of Directors
For **Britannia Industries Limited**

Registered Office:
5/1A, Hungerford Street,
Kolkata - 700 017.
20 May, 2016

Rajesh Arora
GM - Legal & Company Secretary

Britannia Industries Limited

Route map to the venue of the AGM : Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata - 700 098

