



23<sup>rd</sup> August, 2018

1. The Secretary  
BSE Limited  
PhirozeJeejeebhoy  
Towers, Dalal Street  
Fort, Mumbai - 400 023
  
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

Dear Sir/Madam,

**Sub: Sub-Division of Equity Shares of the Company**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 9 September, 2015**

With reference to the above mentioned subject and pursuant to Regulation 30 and Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9 September, 2015, and our letter dated 6<sup>th</sup> August 2018, this is to inform you that the Board of Directors at its meeting held today has considered and approved the following:

- a) Sub-division of equity shares of the Company from the existing face value of Rs. 2/- per equity share to face value of Re. 1/- per equity share as per section 61 (1) (d) of the Companies Act, 2013 read with the rules made thereunder, subject to approval of the Members of the Company.

The details pertaining to the sub-division of the equity shares as per Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is provided in the Annexure to this intimation.

- b) The alteration of 'Capital Clause- Clause V' of the Memorandum of Association of the Company as per section 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder with the following mentioned new clause V, subject to the approval of the Members of the Company.





**Altered New Capital Clause-**

*"V. The Authorized Share Capital of the Company is Rs.50,00,00,000 (Rupees Fifty Crores) divided into 50,00,00,000 (Fifty Crores) equity shares of the face value of Re.1/- (Rupee One) each with power to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and the legislative provisions for the time being in force in that behalf."*

- c) The amendment to Article 5 of the Articles of Association of the Company as per section 14 and all other applicable provisions, if any, of the Companies Act. 2013 read with the rules made thereunder with the following mentioned new article 5, subject to the approval of the members of the Company.

**Amended Article 5 of the AOA of the Company-**

*"5. The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores) divided into 50,00,00,000 (Fifty Crores) Equity Shares of the face value of Re. 1/- (Rupee One) each."*

- d) Amendment of Clause 5 & 6 of Britannia Industries Limited Employee Stock Option Scheme with regard to increase in maximum number of equity shares that would be issued under the Scheme from 17,75,000 equity shares of Rs. 2 each to 35,50,000 equity shares of Re. 1 each.

The Meeting commenced at 3:00 P.M and concluded at 4:45 P.M

Request you to take the above information on records.

Thanking you,

**Yours faithfully,  
For Britannia Industries Limited**

**Jairaj Bham  
Company Secretary**



Encl: As above

CC:

**National Securities Depository Limited.  
Central Depository Services (India) Limited.  
Karvy Computershare Private Limited**



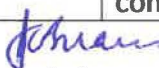
**Annexure- Details of Sub-division of equity shares**

SR. NO.	PARTICULARS	DETAILS
1.	Sub-division ratio	Two equity shares of Re.1/- each in lieu of one equity share of Rs.2/- each.
2.	Rationale behind the split	<p>There had been a significant rise in the market price of the equity shares of the Company over a period of last one year.</p> <p>In order to improve the liquidity of the Company's Equity Shares in the Stock Markets and to make them more affordable for the small retail investors, it is proposed to sub-divide Equity Shares of face value of Rs. 2/- each into 2 Equity Shares of the face value of Re. 1/- each, subject to the approval of the Members and authorities as applicable.</p>
3.	Pre and post share capital- authorised, paid-up and subscribed	<p><b><u>Pre sub-division share capital- Authorised, Paid-Up and Subscribed as on date:</u></b></p> <p><b>Authorised Share Capital:</b></p> <p>Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of Rs.2/- each.</p>





		<p><b>Issued and Paid Up Share Capital:</b></p> <p>Rs. 24,03,18,294 divided into 12,01,59,147 Equity Shares of Rs. 2/- each.</p> <p><b>Post Sub-Division Share Capital- Authorised, Paid-Up and Subscribed as on date:</b></p> <p><b>Authorised Share Capital:</b></p> <p>Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 50,00,00,000 (Fifty Crores) equity shares of the face value of Re.1/- (Rupee One) each.</p> <p><b>Issued and Paid Up Share Capital:</b></p> <p>Rs. 24,03,18,294 divided into 24,03,18,294 Equity Shares of Re. 1/- each.</p>
4.	Expected time of completion	3-4 months from the date of Board approval.
5.	Class of shares which are subdivided	Equity shares. Sub-division of Equity Shares of the Company from the existing face value of Rs. 2/- each to face value of Re. 1/- each.
6.	Number of shares of each class pre and post sub- division	There is only one class of shares i.e., equity shares. The details are stated in item 3 above.
7.	Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding	Not applicable

  
**Jairaj Bham**  
**Company Secretary**

