



6th August, 2018

National Stock Exchange of India Limited
Exchange Plaza, BandraKurla Complex,
Mumbai- 400 051
Kind Attn: Manager, Listing Department

BSE Limited
P.J. Towers, Dalal Street,
Mumbai- 400 023
Kind Attn: General Manager
Department of Corporate Services.
Scrip Code No.- 560085

Dear Sir(s),

Sub: Issuance of Bonus Debentures

This is to inform you that the Board of Directors at its meeting held today has recommended and approved issuance of Secured Redeemable Non- Convertible Debentures as Bonus Debentures of Rs. 60/- in the ratio of 1 (one) Bonus Debenture for every 1 (one) equity shares held by the shareholders of the Company on a Record date as may be decided, subject to the approval of National Company Law Tribunal, Kolkata and any other approval as may be required.

The details pertaining to the proposed issuance / allotment of Bonus Debentures as per Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is provided in the Annexure to this intimation.

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 issuance of Bonus Debentures

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Securities and Exchange Board of India Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, we are furnishing herewith the details as under-

Sr. No.	Particulars	Description
1.	Whether bonus debenture is out of free reserves created out of profits or share premium account	The Bonus Debentures will be issued out of the balance in retained earnings, available as on 31 st March 2018.
2.	Bonus Debenture ratio	One Bonus Debenture of Rs.60/- each for one equity share of Rs.2/- each
3.	Details of share capital - pre and post bonus debenture issue	<p>Pre- Bonus debenture issue- Issued, subscribed and Paid up equity share capital of the Company as on 31st March 2018: Rs.24,01,18,296 divided into 12,00,59,148 equity shares of Rs.2/- each.</p> <p>Post Bonus debenture issue- Issued, subscribed and Paid up equity share capital of the Company would be Rs.24,00,01,18,296 divided into 12,00,59,148 Equity Shares of Rs.2/- each.</p> <p>There will be no change in the paid up equity capital of the Company, pre and post issue of bonus debentures.</p> <p>Further, pursuant to the Employees Stock Option Scheme of the Company, the Managing</p>

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		Director has exercised options of 99,999 equity shares of Rs.2/- each vested in him. The allotment of the shares would be made in due course of time. The Managing Director will be eligible to receive bonus debentures to the extent of the equity shares allotted to him.
4.	Free reserves and/ or share premium required for implementing the bonus debenture issue including deemed dividend Income tax	The Company would be issuing 12,01,59,147 bonus debentures of Rs.720,95,48,820 The Company will utilise balance in retained earnings to the extent of Rs.869,11,11,103/- including deemed dividend tax.
5.	Free reserves and/ or share premium available for capitalization and the date as on which such balance is available	As on 31 st March, 2018, the retained earnings is at Rs.2,515 crore, general reserve is at Rs.633 crore and securities premium is at Rs.48 crore. Total free reserves and Securities premium is at Rs.3,196 crore.
6.	Whether the aforesaid figures are audited	Yes, the figures provided in Item No. 5 are audited.
7.	Estimated date by which such bonus debenture would be credited/dispatched	The bonus debentures will be allotted after obtaining the approval of National Company Law Tribunal pursuant to the Scheme of Arrangement, under section 230 of the Companies Act, 2013.
8.	Size of the issue	One bonus debenture of Rs.60/- each for every one equity share of Rs.2/- each. The Company will issue

for

		12,01,59,147 Bonus Debenture of Rs.60/- each.
9.	Whether proposed to be listed? If yes, name of the stock exchange(s)	Yes, the bonus debentures will be listed on National Stock Exchange and Bombay Stock Exchange.
10.	Tenure of the instrument - date of allotment and date of maturity	The bonus debentures will be allotted after obtaining the approval of National Company Law Tribunal, pursuant to the Scheme of Arrangement, under section 230 of the Companies Act, 2013. Date of Maturity of the bonus debentures will be three years from the date of allotment.
11.	Coupon/interest offered, schedule of payment of coupon/interest and principal	At such rate not exceeding 8.0% as may be determined by the Board of Director including a Committee of the Board.
12.	Interest payable	Annually.
13.	Charge/security, if any, created over the assets;	The Company shall create charge on its identified immovable assets. The value of such immovable assets will be not less than the principal value (including the interest outstanding on such principal).
14.	Special right/interest/privileges attached to the instrument and changes thereof;	There are no special right/ privileges attached to the instrument.
15.	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;	Not applicable.
16.	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;	Not applicable

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17.	Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;	Not applicable.
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Jairaj Bham
Company Secretary