

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L15412WB1918PLC002964

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCB2066P

(ii) (a) Name of the company

BRITANNIA INDUSTRIES LTD

(b) Registered office address

5/1A, HUNGERFORD STREET,
KOLKATA
West Bengal
700017
India



(c) *e-mail ID of the company

sonarajora@britindia.com

(d) *Telephone number with STD code

03322872439

(e) Website

www.britannia.co.in

(iii) Date of Incorporation

21/03/1918

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
2	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

Annual General Meeting of the Company is scheduled to be held on Monday, 6 September 2021.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	90

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

33

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Associated Biscuits International +		Holding	44.76
2	Dowbiggin Enterprises Pte. Ltd +		Holding	1.16
3	Nacupa Enterprises Pte. Ltd		Holding	1.16
4	Spargo Enterprises Pte. Ltd		Holding	1.16
5	Valletort Enterprises Pte. Ltd		Holding	1.16
6	Bannatyne Enterprises Pte. Ltd +		Holding	1.16
7	BRITANNIA DAIRY PRIVATE LIM +	U15201WB2002PTC191511	Subsidiary	100
8	BORIBUNDER FINANCE AND IN +	U65990MH1983PTC030883	Subsidiary	100
9	FLORA INVESTMENTS COMPAN +	U65923MH1983PTC030875	Subsidiary	100
10	GILT EDGE FINANCE AND INVE +	U65923MH1983PTC030884	Subsidiary	100
11	BRITANNIA EMPLOYEES EDUC/ +	U85110MH1992GAT242375	Subsidiary	100
12	BRITANNIA EMPLOYEES GENE +	U85110MH1992GAT243304	Subsidiary	100
13	BRITANNIA EMPLOYEES MEDIC +	U91120MH1992PTC242376	Subsidiary	100
14	INTERNATIONAL BAKERY PROD +	U15419TN1997PLC037876	Subsidiary	100
15	J B MANGHARAM FOODS PRIV +	U15100MH1984PTC031983	Subsidiary	100
16	MANNA FOODS PRIVATE LIMIT +	U15400KA1994PTC015687	Subsidiary	100
17	SNACKO BISC PRIVATE LIMITE +	U15419TN1997PTC039343	Subsidiary	100
18	VASANA AGREX AND HERBS PI +	U01119TN1996PTC034766	Subsidiary	100
19	SUNRISE BISCUIT COMPANY PF +	U15412AS1985PTC002361	Subsidiary	99.16
20	GANGES VALLY FOODS PVT LT +	U15440WB1992PTC054793	Subsidiary	98.87
21	BRITCHIP FOODS LIMITED	U15490WB2017PLC219389	Subsidiary	60
22	Strategic Food International Co +		Subsidiary	100
23	Britannia and Associates (Dubai) +		Subsidiary	100
24	Strategic Brands Holding Com +		Subsidiary	100

25	Britannia and Associates (Mauritius) Private Limited		Subsidiary	100
26	Britannia Dairy Holdings Private Limited		Subsidiary	100
27	BRITANNIA NEPAL PRIVATE LIMITED		Subsidiary	100
28	AL Sallan Food Industries Company		Subsidiary	65.46
29	Britannia Bangladesh Private Limited		Subsidiary	100
30	Britannia Egypt LLC		Subsidiary	100
31	Strategic Foods Uganda Ltd		Subsidiary	100
32	NALANDA BISCUIT COMPANY		Associate	35
33	SUNANDARAM FOODS PRIVATE LIMITED		Associate	26

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	500,000,000	240,868,296	240,868,296	240,868,296
Total amount of equity shares (in Rupees)	500,000,000	240,868,296	240,868,296	240,868,296

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	500,000,000	240,868,296	240,868,296	240,868,296
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	500,000,000	240,868,296	240,868,296	240,868,296

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	3,075,771	237,392,525	240468296	240,468,296	240,468,296	
		+		+	+	
Increase during the year	0	573,947	573947	400,000	400,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	400,000	400000	400,000	400,000	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		173,947	173947			
Conversion from Physical to demat during the year		+				
Decrease during the year	173,947	0	173947	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	173,947		173947			
Conversion from Physical to demat during the year						
At the end of the year	2,901,824	237,966,472	240868296	240,868,296	240,868,296	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="07/07/2020"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	240,318,294	30	7,209,548,820
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Total			7,209,548,820

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	7,209,548,820	0	0	7,209,548,820
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

121,136,489,490.55

(ii) Net worth of the Company

33,195,274,400.05

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	16,202	0.01	0	
	(ii) Non-resident Indian (NRI)	4,500	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	121,732,190	50.54	0	
10.	Others	0	0	0	
	Total	121,752,892	50.55	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	37,393,408	15.52	0	
	(ii) Non-resident Indian (NRI)	3,278,141	1.36	0	
	(iii) Foreign national (other than NRI)	83	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	14,839,086	6.16	0	
4.	Banks	324,750	0.13	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	8,329	0	0	
7.	Mutual funds	11,878,356	4.93	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,125,612	0.47	0	
10.	Others Foreign Portfolio Investors, +	50,267,639	20.87	0	
	Total	119,115,404	49.44	0	0

Total number of shareholders (other than promoters)

291,258

**Total number of shareholders (Promoters+Public/
Other than promoters)**

291,266

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
RUSSELL INVESTMENT +	RUSSELL INVESTMENTS 1301 SECC +			8,329	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	183,388	291,258
Debenture holders	139,558	123,358

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	4	0	3	0	0.01
B. Non-Promoter	1	7	1	8	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	7	0	8	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	11	1	11	0	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

14

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NUSLI NEVILLE WADIA	00015731	Director	4,500	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VARUN BERRY	05208062	Managing Director		
AVIJIT DEB	00047233	Director		
JEHANGIR NUSLI WADIA	00088831	Director		
KEKI BOMI DADISETH	00052165	Director	464	
AJAI PURI	02631587	Director		
NESS NUSLI WADIA	00036049	Director	16,202	
AJAY NAROTTAM SHANKAR	01141239	Director		
YASHWANT SHANKAR	00135258	Director	113	
KEKI ELAVIA	00003940	Director		
TANYA DUBASH	00026028	Director		
URJIT PATEL	00175210	Director		
NATARAJAN VENKATARAMAN	AAFPV8164K	CFO		
THULSIDASS VELAYUDHAN	AFUPT8214J	Company Secretary		

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ANILKUMAR JEWRAJ	00044765	Director	27/09/2020	Cessation due to demise of the director
URJIT PATEL	00175210	Director	31/03/2021	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	07/07/2020	191,497	175	51.17
NCLT Court Convened Meeting	15/02/2021	291,788	100	50.69
NCLT Court Convened Meeting	15/02/2021	5	5	100

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/04/2020	12	12	100
2	02/06/2020	12	12	100
3	17/07/2020	12	12	100
4	17/08/2020	12	12	100
5	05/10/2020	11	11	100
6	19/10/2020	11	11	100
7	05/02/2021	11	10	90.91
8	31/03/2021	11	10	90.91

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/05/2020	6	6	100
2	Audit Committee	24/05/2020	6	6	100
3	Audit Committee	01/06/2020	6	5	83.33
4	Audit Committee	10/07/2020	6	6	100
5	Audit Committee	16/07/2020	6	6	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Audit Committee	05/10/2020	5	5	100
7	Audit Committee	19/10/2020	5	5	100
8	Audit Committee	11/01/2020	5	5	100
9	Audit Committee	05/02/2021	5	4	80
10	Nomination and Remuneration	02/06/2020	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	NUSLI NEVILI	8	8	100	3	3	100	
2	VARUN BERF	8	8	100	4	4	100	
3	AVIJIT DEB	8	8	100	10	10	100	
4	JEHANGIR NI	8	7	87.5	1	0	0	
5	KEKI BOMI D	8	8	100	14	14	100	
6	AJAI PURI	8	8	100	4	4	100	
7	NESS NUSLI	8	7	87.5	12	11	91.67	
8	AJAY NAROT	8	8	100	1	1	100	
9	YASHWANT S	8	8	100	12	11	91.67	
10	KEKI ELAVIA	8	8	100	10	10	100	
11	TANYA DUBA	8	8	100	0	0	0	
12	URJIT PATEL	8	0	0	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VARUN BERRY	Managing Director	59,014,040		400,000	46,287,819	0
	Total		59,014,040		400,000	46,287,819	105,701,859

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENKATARAMAN I	CFO	26,946,761			0	0
2	T V THULSIDASS	Company Secretary	6,139,207			0	0
	Total		33,085,968	0	0	0	33,085,968

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NUSLI NEVILLE W	Director	0	79,480,000	0	660,000	0
2	ANILKUMAR JEWFR	Director	0	0	0	720,000	0
3	AVIJIT DEB	Director	0	3,810,000	0	1,140,000	0
4	JEHANGIR NUSLI W	Director	0	1,440,000	0	420,000	0
5	KEKI BOMI DADISE	Director	0	4,740,000	0	1,360,000	0
6	AJAI PURI	Director	0	6,000,000	0	780,000	0
7	NESS NUSLI WADI	Director	0	8,500,000	0	1,080,000	0
8	AJAY NAROTTAM	Director	0	2,060,000	0	580,000	0
9	YASHWANT SHAN	Director	0	6,500,000	0	1,180,000	0
10	KEKI ELAVIA	Director	0	4,840,000	0	1,120,000	0
11	TANYA DUBASH	Director	0	1,850,000	0	540,000	0
	Total		0	119,220,000	0	9,580,000	128,800,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Shalini Bhat

Whether associate or fellow

Associate Fellow

Certificate of practice number

6994

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



LIST OF COMMITTEE MEETINGS OF BRITANNIA INDUSTRIES LIMITED HELD DURING THE FY 2020-21

S. No	Type of Meeting	Date of Meeting	Total number of Members as on the date of Meeting	Attendance	
				No of Members Attended	% of Attendance
1.	Nomination and Remuneration Committee Meeting	05/02/2021	3	3	100%
2.	Nomination and Remuneration Committee Meeting	31/03/2021	3	3	100%
3.	Stakeholders Relationship Committee Meeting	30/03/2021	4	3	75%
4.	Finance Committee Meeting	15/05/2020	3	3	100%
5.	Finance Committee Meeting	24/05/2020	3	3	100%
6.	Corporate Social Responsibility Committee Meeting	31/03/2021	4	4	100%
7.	Risk Management Committee Meeting	30/03/2021	6	5	83.33%

For Britannia Industries Limited

T.V. Thulsidass
Company Secretary
Membership No.: A20927

BRITANNIA INDUSTRIES LTD

Regd.Office:5 / 1 A HUNGERFORD STREET KOLKATA WEST BENGAL 700017

CIN NO:L15412WB1918PLC002964

List of Transfer during financial year 2020-21

S.No.	Date of Registration of Transfer of Shares	Type of Security	No of Shares	Nominal value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	29/10/2020	Equity Shares	750	1	D000304	DHIRAJLAL MULJIBHAI AJBANI	BIL0100485	DILIP DHIRAJLAL AJBANI
2	29/10/2020	Equity Shares	1090	1	Z003160	ZAVERBEN BHULCHAND THACKER	BIL0100486	CHARU HARISH PUNJANI
3	03/11/2020	Equity Shares	1090	1	A000541	ANJALI BALKRISHNA MEHTA	BIL0100481	ANJALI M VASA
4	13/11/2020	Equity Shares	19410	1	S005806	SATYA DEVI	BIL0100483	JAGMOHAN WAHAL
5	30/03/2021	Equity Shares	4600	1	A004335	ANNAPURNA GHOSH.	BIL0100491	SMITA MITRA
6	30/03/2021	Equity Shares	4410	1	A004938	ANNA PURNA GHOSH	BIL0100491	SMITA MITRA

FORM NO. MGT-8

**[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies
(Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Britannia Industries Limited (the Company) CIN No. L15412WB1918PLC002964** having its Registered Office at 5/1A, Hungerford Street, Kolkata, West Bengal -700017, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2021. In our opinion and to the best of our information and according to the examinations carried out by us, the information to the extent provided to us electronically, explanations furnished and representations made to us by the Company, and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, we certify that:

- A.** the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** during the aforesaid financial year the company has generally complied with provisions of the Act & Rules made thereunder in respect of:
1. its status under the Act.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies and other authorities;
 4. calling/convening/holding meetings of Board of Directors, committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book / registers maintained for the purpose.

No Resolution was passed through Postal ballot;

5. closure of Register of Members;
6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. there were no contracts/arrangements with related parties as specified in section 188 of the Act except the transactions in the ordinary course of business and which were at arms length basis;
8. issue and allotment of shares and transfer/transmission of shares and issue of security certificates in all instances.

Issue of 1 (one) unsecured, non-convertible, redeemable fully paid-up debenture of the face value of Rs. 29 (Rupees Twenty Nine) each, by way of bonus to the Members of the Company, for every 1 (one) fully paid-up equity share of face value of Re 1 (Rupee one) each, by utilising the General Reserves of the Company;

there was no buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities during the year;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares, as applicable pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration/payment of dividend;

transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4) and (5) thereof;
12. constitution/appointment/re-appointments/retirement/filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; as applicable
13. appointment of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; as applicable
15. the Company has not accepted any Fixed Deposits during the year;

16. borrowings from others and no creation/modification/satisfaction of charges in that respect.

During the year, the Company issued Commercial papers amounting to Rs. 1470 crores and the Commercial papers amounting to Rs. 970 crores were redeemed on the maturity date.

there were no borrowings from directors, members and banks/public financial institutions during the year;

17. loans and investments made or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. there had been no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the year.

Place: Mumbai
Date: _____

For Parikh & Associates
Company Secretaries

Signature:

Name of Company Secretary: Shalini Bhat
C.P. No.: 6994
UDIN: _____

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,

Britannia Industries Limited

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

Place: Mumbai
Date: _____

For Parikh & Associates
Company Secretaries

Signature:

Name of Company Secretary: Shalini Bhat
C.P. No.: 6994
UDIN: _____