



**BRITANNIA INDUSTRIES LIMITED**

**(Corporate Identity Number: L15412WB1918PLC002964)**

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**INTIMATION TO SHAREHOLDERS REGARDING UPDATION OF DOCUMENTS FOR  
ALLOTMENT OF BONUS DEBENTURES AND PAYMENT OF DIVIDEND PURSUANT TO  
SCHEME OF ARRANGEMENT**

Dear Shareholder,

This communication is with reference to the Scheme of Arrangement ("Scheme") between Britannia Industries Limited and its Members under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 to (i) issue and allot by way of bonus by utilizing its General Reserve, 1 fully paid-up Debenture of face value INR 29 /- each for every one fully paid-up equity share of face value of INR. 1/- each ("Bonus Debenture"); and (ii) pay dividend of INR 12.50/- per Equity share ("Dividend") by utilizing its Accumulated Profits, to those shareholders whose names appear in the register of members of the Company as on the Record Date.

Pursuant to the approval of the Scheme by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide its order dated 7<sup>th</sup> May 2021, the Bonus Debenture Committee of the Company at their meeting held on 17<sup>th</sup> May, 2021 has fixed Thursday, 27<sup>th</sup> May, 2021 as the 'Record Date' for the purpose of determining the eligibility of Members holding equity shares of the Company to receive Bonus Debentures and Dividend.

The issue of debentures and payment of dividend by the Company under the Scheme will be treated as "Dividend" under Section 2(22) of the Income tax Act, 1961("the Act") and shall be subject to applicable taxes (including deduction/withholding of taxes). Shareholders are hereby informed that the Company is under an obligation to deduct tax at source ("TDS") on dividend at applicable rates in accordance with the provisions of the Act and shall transfer the amount of dividend payable to the eligible shareholders after deduction / withholding of applicable taxes arising with respect to the entire distribution, being the aggregate of the face value of the Debenture issued and the Dividend paid under the Scheme.

Shareholders whose bank accounts are registered with the depository participant/registrars and transfer agent shall receive electronic credit of dividend and in case of shareholders whose bank accounts are not registered, dividend shall be paid through demand drafts sent to their registered addresses.

To the extent of any shareholder holding equity shares of the Company in physical form, the Company shall issue and allot Bonus Debentures in dematerialised form and keep the same in a separate suspense account specifically opened by the Company for the credit of such Bonus Debenture. Those Members who shall convert their physical shares into dematerialised form, can approach the Company for transfer of such Debentures held by the Company in the suspense account, as aforesaid, and the Company shall upon receiving such request transfer the same to the respective Member once such Member provides details of his/her/its demat account along with such other documents as may be required. The respective Members shall have all the rights of Members of the Company, including the right to receive interest and other corporate benefits, pending the transfer of Debentures.

### **SECTION 1: UPDATION OF MANDATORY INFORMATION BY ALL THE SHAREHOLDERS**

All Shareholders are requested to ensure that the following details are updated, as applicable, through their depository participant (if shares are held in Demat Form) or with registrar and transfer agent in the register of members (if shares are held in Physical Form) by 26th May 2021.

1. Residential status as per the Act i.e. Resident or Non Resident for FY 2021-22
2. Valid Permanent Account Number (PAN)
3. In case of individual shareholders, Aadhaar number (in addition to PAN)
4. Category of shareholder
  - Mutual Fund
  - Insurance Company
  - Alternate Investment Fund (AIF) Category I and II
  - AIF Category III: Located in any International Financial Services Centre (IFSC) of which all the units are held by non-residents other than unit held by a sponsor or manager
  - AIF Category III: Others
  - Government (Central/State)
  - Foreign Portfolio Investor (FPI) /Foreign Institutional Investor (FII): Foreign Company
  - FPI/FII: Others (being Individual, Firm, Trust, AJP, etc.)
  - Individual
  - Hindu Undivided Family (HUF)
  - Firm
  - Limited Liability Partnership (LLP)
  - Association of Persons (AOP), Body of individuals (BOI) or Artificial Juridical Person

- (AJP)
  - Trust
  - Domestic company
  - Foreign company
5. Email ID
6. Address

Please note that for the purpose of complying with the applicable TDS provisions, the Company will rely on the above-mentioned details as available on record date in the Register of Members.

**SECTION 2: TDS PROVISIONS AND DOCUMENTS REQUIRED FOR RESPECTIVE CATEGORY OF SHAREHOLDERS**

Distribution of Bonus Debentures out of accumulated profits is deemed to be 'dividend' under section 2(22)(b) of the Act.

Shareholders are requested to take note of the following TDS rates and additional information required by the Company for their respective categories.

**1. Resident Shareholders:**

Section	Category	Rate of Tax	Remarks
196	Mutual Funds	0%	Applicable for Mutual Funds registered with SEBI.
197A(1F)	Alternative Investment Funds (AIF)	0%	Applicable for Category I and II AIF registered with SEBI.  In the case of Category III AIF, TDS would be @ 10%.
197A(1E)	National Pension Scheme	0%	-
194	Insurance companies	0%	Applicable for Insurance companies registered under IRDA.
194	Resident Individuals	0%	This rate is applicable: (i) Dividend is paid by any mode other than cash; or (ii) If aggregate amount of dividend (including deemed dividend) during

			<p>FY 2021-22 does not exceed Rs 5,000/-; or</p> <p>(iii) If valid Form 15G or 15H, as the case may be, is submitted</p> <p>The Company would accept only scanned copy of the duly signed and verified Form 15G/15H. However, the Shareholder is required to additionally self-attest the document stating "certified true copy of the original". If the original Form 15G/15H is required in future, the Company would seek for the same from the shareholders.</p>
196D(1A)	Category III AIF IFSC	10%	This rate is applicable for Category III AIF located in any International Financial Services Centre (IFSC) of which all the units are held by non-residents other than unit held by a sponsor or manager (i.e. specified fund defined under clause (c) of the Explanation to section 10(4D)).
194	Other Resident Shareholders, not covered above	10%	<p>If valid PAN is registered in the register of members.</p> <p>In the absence of PAN or invalid PAN then the tax shall be deducted at source at 20% u/s 206AA.</p>
-	Resident shareholders entitled to any other exemption from TDS	0%	This rate is applicable on the basis of submission of documentary evidence (e.g. relevant copy of registration, notification, order, etc. by Indian tax authorities) in support of claim of TDS exemption.
197	All resident shareholders	(\$)	(\$ ) TDS as per the rates prescribed under the Lower Deduction Certificate issued by the Income Tax Authority valid for Financial Year 2021-22, covering dividend income.

## 2. Non-Resident Shareholders

Section	Category	Rate of Tax	Remarks
196D(1)	FII/FPI	20%	In addition to Tax, surcharge as per respective slabs and cess @ 4% would be applicable.
195	Other Non-residents shareholders		While the Company is not obliged to apply a lower TDS rate as per Double Taxation Avoidance Agreements (“DTAA”), the Company may consider applying a lower rate, if following documents are submitted: <ul style="list-style-type: none"> <li>a) Copy of valid PAN</li> <li>b) Copy of TRC of the country of residence of the shareholder valid for Financial Year 2021-22</li> <li>c) Self-declaration in Form 10F</li> <li>d) Self-declaration of having no Permanent Establishment in India, Beneficial ownership of shares and dividend income and eligibility to claim treaty benefits, as per specimen available at the portal of the RTA.</li> </ul>
196D(1A)	Category III AIF IFSC	10%	This rate is applicable for Category III AIF located in any International Financial Services Centre (IFSC) of which all the units are held by non-residents other than unit held by a sponsor or manager (i.e. specified fund defined under clause (c) of the Explanation to section 10(4D)). <p>In addition to tax, surcharge as per respective slabs and cess @ 4% would be applicable.</p>
197	All non-resident shareholders	(\$\$)	(\$\$) TDS at rates prescribed under lower deduction certificate issued by the Income tax authority valid for Financial Year 2021-22, covering dividend income.
-	Non-resident shareholders	0%	This rate is applicable on the basis of submission of documentary evidence (e.g.

	entitled to any exemption from TDS		relevant copy of registration, notification, order, etc. by Indian tax authorities) in support of claim of TDS exemption.
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The required documents have to be uploaded on the portal <https://ris.kfintech.com/form15> of the KFin Technologies Private Limited, Registrar and Share Transfer Agent (RTA) of the Company on or before 26<sup>th</sup> May, 2021, 9 pm (Indian time). Alternatively, physical documents may be sent to RTA at the following address:

KFin Technologies Private Limited  
 KFintech, Tower B,  
 Plot 31-32, Selenium Building, Financial District Gachibowli,  
 Nanakramguda, Gachibowli,  
 Hyderabad - 500 032

Please note that the Company will not be able to consider the documents/communication uploaded on portal or received physically, after 26<sup>th</sup> May, 2021.

The formats of the documents can also be downloaded from the website of the Company <http://britannia.co.in/investors/scheme-of-arrangement>.

Shareholders who have furnished Exemption forms, Form 15G/15H for the Interim Dividend in April-2021 are requested to submit the documents updated with the value of the proposed dividend pursuant to the Scheme.

If the PAN is not as per the database of the Income-tax Portal, it would be considered as invalid PAN. Further, individual shareholders are requested to link their Aadhaar number with PAN.

All documents to be submitted are required to be self-attested (the documents should be signed by shareholder/authorised signatory stating the document to be “certified true copy of the original”). Eligibility for tax benefits would depend upon submission of proper documents within the time specified and verification of the same by the Company. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the same will not be considered for tax benefits.

The Company would consider dividends paid in the preceding and current financial years along with the dividends payable under the Scheme to compute the earnings and applicable rates for the current financial year for the purpose of deduction of tax at source.

In the event of mismatch in the category of shareholder as per the register of members and as per fourth letter of PAN, the Company would consider fourth letter of PAN for applying the surcharge rate.

**NOTES:**

- Application of TDS rates are subject to due diligence and verification of the shareholder details as available in register of members on the record date and any other additional documents that may be submitted before 26<sup>th</sup> May, 2021.
- If the dividend income is assessable to tax in the hands of a person other than the registered shareholder as on the record date, the registered shareholder is required to furnish a declaration to the Company containing the name, address, permanent account number of the person to whom TDS credit is to be given and reasons for giving credit to such person.
- If, for any reason, TDS is deducted at a higher rate, the shareholder can claim refund of excess TDS, by filing Income-tax return in India, subject to fulfilment of the applicable conditions.
- In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the shareholders, such shareholders will be responsible to pay and indemnify such income-tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income-tax/appellate authority.
- For those whose PAN is found to be valid, the Company will arrange to email a soft copy of the TDS certificate to the registered email IDs of the respective shareholders in due course. The TDS amount will also be reflected in Form 26AS of the shareholder, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>

ABOVE COMMUNICATION ON TDS SETS OUT THE PROVISIONS OF LAW IN A SUMMARISED MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES. SHAREHOLDER SHOULD CONSULT WITH THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES.

Place: Bengaluru

Date: 20th May 2021

For Britannia Industries Limited

Sd/-

T.V Thulsidass

Company Secretary