

BRITANNIA INDUSTRIES LIMITED

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

NOTICE

Notice is hereby given that the Ninety-fourth Annual General Meeting of the Members of Britannia Industries Limited will be held on Monday, 12 August 2013, 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 Statement of Profit and Loss for the year ended 31st March 2013 and the Balance Sheet as on that date and the Reports of the Directors and the Auditor's thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Nasser Munjee who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ness N Wadia who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Dr. Vijay L Kelkar who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Nusli N Wadia who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint Messrs B S R & Co., Chartered Accountants, (Reg. No. 101248W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the Ninety-fifth Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

NOTES:

- a. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote on a poll only instead of himself / herself and the proxy need not be a member of the Company.

A proxy form duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.

- b. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 25 July 2013 to Monday, 12 August 2013 (both days inclusive).
- c. Pursuant to the provisions of Section 205A of the Companies Act 1956 (the Act), dividend for the financial years ended 31 March 2006 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
2005 – 06	01-08-2006	07-09-2013	07-10-2013
2006 – 07	19-09-2007	26-10-2014	25-11-2014
2007 – 08	28-07-2008	03-09-2015	03-10-2015
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

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 Agents at their address given herein below immediately, 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.

- d. Members are requested to intimate immediately change of address, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be.
- e. 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.
- f. 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 Agents for consolidating the holdings into one account. The share certificate(s) will be returned after consolidation.
- g. Members holding shares in dematerialised form may please note that, while opening a depository account with Participants they may 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.
- h. Members who hold shares in the physical form can 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 of the nomination facility by filling Form No. 2B. Members holding shares in the dematerialised form may contact their Depository Participant for recording the nomination in respect of their holdings.
- i. 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 can submit their PAN details to the Company / Registrar and Share Transfer Agents.
- j. All documents, transfers, dematerialisation requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agents, M/s. Sharepro Services (India) Private Limited, at the address mentioned below:

M/s. Sharepro Services (India) Private Limited
Unit: Britannia Industries Limited
13 AB, Samhita Warehousing Complex, II Floor,
Sakinaka Telephone Exchange Lane,
Off Andheri - Kurla Road, Sakinaka, Andheri (East),
Mumbai - 400 072.
Telephone Nos : 022-67720300 / 400
Fax No.: 022-28591568
e-mail : indira@shareproservices.com or
sharepro@shareproservices.com

Britannia Industries Limited

- k. Pursuant to Clause 47(f) of the Listing Agreement entered into with the Stock Exchanges, the Company has created an exclusive e-mail ID - investorrelations@britindia.com for quick redressal of shareholders / investors grievances.
- l. In terms of the Circulars No. 17/2011 of 21 April 2011 and 18/2011 of 29 April 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "Green Initiative in Corporate Governance", MCA allows paperless compliances including service of a notice / document by companies to their shareholders through electronic mode. Therefore, as was done last year, the Company proposes to send documents required to be sent to shareholders like Notices of General Meetings (including AGM), Audited Financial Statements, Directors' Report, Auditor's Report, etc. to the shareholders in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents will also be available on the Company's website - www.britindia.co.in for download by the shareholders. The physical copies of the Annual Report will also be available at the Company's Registered Office in Kolkata for inspection during office hours. Shareholders will be entitled to be furnished, free of cost, with a copy of the Balance Sheet of the Company and all other documents required by law to be attached thereto including the Statement of Profit and Loss and Auditor's Report, upon receipt of a requisition from the shareholders, any time as a Member of the Company.

In order to enable the Company to send such documents in electronic form, the shareholders are requested to register their e-mail IDs either with the Company on its e-mail ID - investorrelations@britindia.com or with the Company's Registrars and Transfer Agents, M/s. Sharepro Services (India) Private Limited, on their e-mail ID - britannia@shareproservices.com.

By Order of the Board of Directors
For BRITANNIA INDUSTRIES LIMITED

Registered Office:
5/1A, Hungerford Street,
Kolkata - 700 017.
24 May 2013

P Govindan
Company Secretary

INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT:

Mr. Nasser Munjee

Mr. Nasser Munjee, 60, is an eminent economist. He obtained his Masters Degree from London School of Economics, UK. He spent a short while at the University of Chicago, USA, before returning to India in 1977. He joined as the Chairman of one of India's leading development banks – ICICI, to establish the first housing finance company in India – the first retail institution serving customers directly for their housing needs. Against many odds HDFC Group, as it is known today, grew to be a financial conglomerate with assets of over \$50 billion in banking, insurance, mutual funds as well as its prime business – housing finance. He rose to be an executive director on the Board, on which he continues even today, although in a non-executive capacity.

In 1997, the Finance Minister of India requested the Chairman of HDFC to consider setting up an infrastructure finance company as India faced acute challenges in this field. Mr. Nasser Munjee was asked to think through this challenge and as a result, Infrastructure Development Finance Company (IDFC) was born. IDFC charted the course of private investment in infrastructure with great success. Much of the conditions for private investment in infrastructure in India were created by IDFC between 1997 and 2004. Mr. Nasser Munjee left IDFC in 2004.

Since 2004, Mr. Nasser Munjee has been pursuing his interests in his own way. He sits on several eminent Corporate Boards in India which include Tata Motors, Tata Chemicals, Voltas, Cummins India, ABB India and Ambuja Cements (now part of the HOLCIM group). Apart from being the Chairman of Development Credit Bank, he chairs a couple of other Aga Khan institutions in India. He was the President of the Bombay Chamber of Commerce and Industry during the year 2003-04 and has served on numerous Government Task Forces on Housing and Urban Development.

Mr. Nasser Munjee is the Chairman of the Audit Committee and also a Member of the Remuneration / Compensation Committee and Executive Committee of the Company's Board.

He is also on the Board and Committees of the Board of several other leading companies below:

Name of the Company	Nature of interest	Committees of the Board
(a) Public Limited Companies		
Development Credit Bank Ltd	Chairman	Chairman - Capital Raising Committee, Executive Committee and Nomination Committee Member - Customer Service Committee
ABB Limited	Director	Chairman - Audit Committee Member - Authorisation Committee
Ambuja Cements Limited	Director	Member - Audit Committee Member - Remuneration Committee, Capex Committee, CSR Committee
Reid & Taylor (India) Limited	Chairman	–
Cummins India Limited	Director	Chairman - Audit Committee
Go Airlines (India) Limited	Director	–
HDFC Limited	Director	–
Shipping Corporation of India Limited	Director	Member - Strategy Committee, Remuneration Committee Chairman of Sub-committee for Raising Finance
Tata Chemicals Limited	Director	Chairman - Audit Committee Member - Remuneration Committee
Tata Motors Limited	Director	Chairman - Audit Committee Member - Executive Committee
Tata Motors Finance Limited	Chairman	Chairman - Nomination and Remuneration Committee
Unichem Laboratories Ltd	Director	Member - Audit Committee

Britannia Industries Limited

Name of the Company	Nature of interest	Committees of the Board
Voltas Limited	Director	Member - Audit Committee, Remuneration Committee, Ethics & Compliance Committee, Chairman Nomination Committee.
HUDCO	Director	Member - Audit Committee, Committee for revision of financial aspects / issues, Committee for Computerisation - implementation of ERP & other IT initiatives, Committee for Revision of Recruitment & Promotion Rules, 2009, IPO Committee
(b) Private Limited Companies		
Aarusha Homes Private Limited	Chairman	–
First American Securities Pvt. Ltd.	Director	–
GIBA Holdings Pvt. Ltd.	Director	–
(c) Foreign Companies		
EMSAF - Mauritius	Director	–
Tata Chemicals North America Inc., USA	Director	–
Jaguar Land Rover Automotive Plc., UK	Director	–
(d) Section 25 Companies		
Aga Khan Support Programme, India	Chairman	–
Indian Institute for Human Settlements	Director	–

Mr. Munjee does not hold any shares of the Company.

Mr. Ness N Wadia

Mr. Ness Wadia, 41, is Master in Science from the Warwick University in Coventry, UK. He has had extensive training with The Bombay Dyeing and Manufacturing Company Limited (Bombay Dyeing) in various areas of management. He was closely involved in marketing and retail distribution of the Textile Division of Bombay Dyeing. He has been actively associated with the Wadia Group for over 20 years including about 5 years as Deputy Managing Director and 5 years as Joint Managing Director of Bombay Dyeing and 2 years as Managing Director of Bombay Burmah Trading Corporation Ltd.

Mr. Ness Wadia is deeply involved in philanthropic activities and is associated with leading educational institutions and charitable hospitals.

He holds Directorship and Committee Membership in various other leading companies listed below:

Name of the Company	Nature of interest	Committees of the Board
(a) Public Limited Companies		
National Peroxide Ltd.	Chairman	Member - Remuneration Committee
The Bombay Dyeing & Mfg. Co. Ltd.	Director	Member - Finance Committee
Wadia Techno Engineering Services Ltd.	Director	–

Name of the Company	Nature of interest	Committees of the Board
Go Airlines (India) Ltd.	Director	–
The Bombay Burmah Trading Corporation Limited	Managing Director	–
Wadia Investments Ltd.	Director	–
(b) Private Limited Companies		
Go Investment & Trading Pvt. Ltd.	Director	–
Virtual Education Network Pvt. Ltd.	Director	–
KPH Dreams Cricket Pvt. Ltd.	Director	–
(c) Foreign Companies		
Naira Holdings Limited, (British Virgin Islands)	Director	–
Leila Lands SDN BHD (Malaysia)	Director	–

Mr. Ness N Wadia is a Trustee of the following Trusts:

1.	Sir Ness Wadia Foundation
2.	Neville Wadia Charity Trust
3.	Nusli Wadia Charity Trust
4.	Kachaldara Charity Trust
5.	The Bombay Dyeing & Mfg. Co. Ltd. Employees' Provident Fund
6.	The Bombay Dyeing & Mfg. Co. Ltd. Superannuation Fund

Mr. Ness Wadia is on the Board of Management of the following Hospitals:

1.	Bai Jerbai Wadia Hospital for Children
2.	Nowrosjee Wadia Maternity Hospital

Mr. Ness N Wadia does not hold any shares of the Company.

Mr. Ness N Wadia is a Member of the Audit Committee, Investment / Finance Committee, Innovation Committee and Executive Committee of the Company's Board.

Dr. Vijay L Kelkar

Dr. Vijay L Kelkar, 71, holds a Doctorate degree from the University of California at Berkeley, USA. Dr. Kelkar has held many senior level positions in the Government of India including the most recent position as the Chairman of the Finance Commission of the rank of Cabinet Minister. He also served as Advisor to Minister of Finance, Finance Secretary, Government of India, Secretary of Ministry of Petroleum & Natural Gas, Government of India and Chairman of the Tariff Commission. He has served in several key posts in international organizations such as Director and Co-Coordinator of International Trade Division, UNCTAD, Switzerland and Executive Director for India, Sri Lanka, Bangladesh and Bhutan at the International Monetary Fund, USA. He was elected as the Chairman of the Forum of Federations, Ottawa, Canada (2010-2013).

He is currently the Chairman of India Development Foundation, New Delhi and a Director of Indian Institute for Human Settlements (a Section 25 company).

Dr. Kelkar is a Member of the Executive Committee of the Company's Board.

Britannia Industries Limited

He also holds Directorship / Committee Membership in the following Companies.

Name of the Company	Nature of interest	Committees of the Board
(a) Public Limited Companies		
GO Airlines (India) Limited	Director	–
Green Infra Ltd	Chairman	–
J M Financial Limited	Director	Member - Audit Committee, Shareholders' Grievance Committee
JSW Steel Ltd.	Director	–
Lupin Limited	Director	Chairman - Shareholders' Grievance Committee
Tata Chemicals Limited	Director	–
Tata Consultancy Services Limited	Director	Member - Audit Committee, Member - Health, Environment and Safety Committee.
(b) Private Limited Companies		
CSIR-Tech Private Limited	Director	–
(c) Section 25 Companies		
Indian Institute of Human Settlements	Director	–

Dr. Kelkar does not hold any shares in the Company.

Mr. Nusli N Wadia

Mr. Nusli N. Wadia, 69, was inducted 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. Nusli N Wadia holds Directorships and Committee Memberships in the following companies:

Name of the Company	Nature of interest	Committees of the Board
(a) Public Limited Companies		
The Bombay Dyeing & Manufacturing Co. Ltd.	Chairman	Member - Remuneration Committee

Name of the Company	Nature of interest	Committees of the Board
Wadia Techno-Engineering Services Ltd. (Formerly Gherzi Eastern Ltd.)	Director	–
The Bombay Burmah Trading Corp Ltd.	Chairman	–
Tata Steel Ltd.	Director	Chairman - Nominations Committee Member - Remuneration Committee
Tata Motors Ltd.	Director	Chairman - Remuneration Committee Chairman - Nominations Committee
Tata Chemicals Ltd.	Director	Chairman - Remuneration Committee
Go Airlines (India) Ltd.	Chairman	–
(b) Private Limited Companies		
Go Investments and Trading Private Limited	Director	–
(c) Foreign Companies		
Leila Lands SDN. BHD. (Malaysia)	Chairman	–
Strategic Food International Co. LLC, Dubai, UAE	Director	–
Strategic Brand Holdings Co. Ltd., UAE	Director	–
Al Sallan Food Industries Co. SAOC, Oman	Director	–
Britannia and Associates (Dubai) Pvt. Limited	Director	–
Al Fayafi General Trading Co. LLC, UAE	Director	–

Mr. Nusli N Wadia is the Chairman of the Nomination Committee and also the Executive Committee (COB) and a Member of the Remuneration / Compensation Committee of the Company's Board. Mr. Wadia holds 2,250 equity shares of Rs. 2 each of the Company.

By Order of the Board of Directors
For **BRITANNIA INDUSTRIES LIMITED**

Registered Office:
5/1A, Hungerford Street,
Kolkata - 700 017.
24 May 2013

P Govindan
Company Secretary

FORM A

Covering letter to the annual audit report to be filed with the stock exchanges

1.	Name of the Company	Britannia Industries Limited
2.	Annual financial statements for the year ended	31 March 2013
3.	Type of Audit Observation	Unqualified
4.	Frequency of observation	Not applicable

for **BSR & Co.**

Chartered Accountants

Firm registration no.101248W

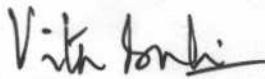
for **Britannia Industries Limited**



Natrajh Ramakrishna

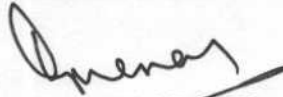
Partner

Membership No.: 32815



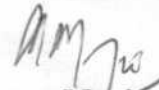
Vinita Bali

Managing Director



Vinod Krishna Menon

Chief Financial Officer



Nasser Munjee

Chairman- Audit Committee

Place: Mumbai

Date: 24 May 2013

Place: Mumbai

Date: 24 May 2013

Place: Mumbai

Date: 24 May 2013

Place: Mumbai

Date: 24 May 2013



ANNUAL REPORT
2012-13

BRITANNIA INDUSTRIES LIMITED
A WADIA ENTERPRISE

THE BRITANNIA PROMISE

OUR PURPOSE:

- ❖ To facilitate every Indian to experience Britannia products 4 times a day
- ❖ To make Britannia products accessible for the heterogeneous people of India across all demographics - age, income, ethnicity, behaviour & living situations, meeting their ever changing expectations and palates
- ❖ To balance cost, quality and aspiration in the brand for consumer affordability at every price point.

OUR OBJECTIVE:

We must always deliver products that are inviting and have ecstatic and organoleptics appeal. They must be distinctive in shape & character and perceptibly superior to competition when consumers see, smell, taste and feel satisfied in the health and indulgent experience of our products at anytime, anywhere, everyday.

Our packaging design must be user friendly, exciting, aspirational & distinctive, making it perceptibly superior to competitors.

We must engineer our company to go-to-market with a winning mind-set and high speed with consistent manufacturing process discipline.

Quality of our retail presence must be exciting and magnetic, not only to retain, but also to grow our market leadership.

OUR PEOPLE:

- With pride in ourselves as Britanniains we will respect one another, and work in cross functional teams sharing knowledge.
- We will be accountable to ourselves for delivery to our consumers.
- We will upgrade our skills & capability, enhance our will to transform the way we work.
- We will deliver continuous and sustainable financial performance for the company and all its stakeholders.

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BOARD OF DIRECTORS

CHAIRMAN :

Nusli N Wadia

MANAGING DIRECTOR :

Vinita Bali

DIRECTORS :

A K Hirjee

S S Kelkar

Avijit Deb

Nimesh N Kampani

Jeh N Wadia

Keki Dadiseth

Ajai Puri

Nasser Munjee

Ness N Wadia

Vijay L Kelkar

MANAGEMENT TEAM :

Varun Berry - Chief Operating Officer

Vinod Krishna Menon - Chief Financial Officer

Vinay Singh Kushwaha - Vice President-Supply Chain

Ashok Namboodiri - Head-Dairy Business

Manoj Balgi - Head-Procurement

Prashant Vatkar - Chief Executive Officer-Britannia International Business

COMPANY SECRETARY :

Vivek P Raizada (*w.e.f. 1 June 2013*)

AUDITORS :

B S R & Co.

Chartered Accountants

Maruthi Info-Tech Centre,

11-12/1, Inner Ring Road, Koramangala,

Bangalore - 560 071.

BANKERS :

Bank of America N. A.

Standard Chartered Bank

Bank of Tokyo-Mitsubishi UFJ

State Bank of India

Citibank N. A.

The Hongkong and Shanghai Banking Corporation Limited

HDFC Bank Limited

The Royal Bank of Scotland N. V.

Indian Bank

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

Executive Office : Britannia Gardens, Old Airport Road, Vimanapura, Bangalore - 560 017.

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FINANCIAL HIGHLIGHTS

₹ in crores	2012-13	2011-12	% Change
STANDALONE			
Net Sale of Products	5,564.38	4,947.04	12%
Profit from Operations	314.45	231.91	36%
Shareholders' Funds	636.41	520.04	22%
Capital Expenditure	192.88	191.20	1%
Profit Before Tax	332.18	252.37	32%
Net Profit	233.87	186.74	25%
Cash Profit	290.95	234.06	24%
Per Equity Share (Nominal value of ₹ 2/- each)			
Earnings (Basic)	19.57	15.63	25%
Dividend	8.50	8.50	-
Dividend + Tax	9.94	9.88	1%
CONSOLIDATED			
Net Sale of Products	6,135.91	5,460.75	12%
Profit from Operations	347.49	249.04	40%
Profit Before Tax	358.43	266.58	34%
Net Profit	259.50	199.55	30%