14th August, 2021

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Fort, Mumbai - 400 001

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 : Annual Report for the financial year 2020-21 and Notice convening the 102nd Annual General Meeting

Ref : Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for FY 2020-21 and the Notice convening 102nd Annual General Meeting (AGM) of the Company.

In compliance with General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020 and General Circular No. 02/2021 dated 13 January 2021 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 issued by the Securities and Exchange Board of India, the Annual Report for FY 2020-21 and Notice of 102nd AGM have been sent through email to all the Members whose Email Ids are registered with the Company/Depository Participant.

The Annual Report for FY 2020-21 and Notice of 102nd Annual General Meeting is also uploaded on the Company's website at www.britannia.co.in

Request you to take the above information / documents on records.

Yours faithfully,
For Britannia Industries Limited

T.V Thulsidass
Company Secretary
Membership No.: A20927

Encl: as above

Britannia Industries Limited
Executive Offices: Prestige Shantiniketan, The Business Precinct,
Tower C, 10th & 11th Floor, Whitefield Main Road, Mahadevapura Post,
Bangalore - 560048. Tel: 080 39400080 Fax : 080 25063229
www.britannia.co.in
CIN : L15412WB1918PLC002964

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

BRITANNIA
Energy & water conservation
Sustainable packaging
Community nutrition
Product quality
Healthy product portfolio
Diversity & inclusion
Health, safety & wellbeing
Let's make it a good day
ANNUAL REPORT 2021

MAKING EVERY DAY A BETTER DAY

When humanity looks back on 2020 in a few years, it will be relegated to being one of the most challenging years that mankind has ever seen. The world witnessed a health, a humanitarian and an economic crisis of a gargantuan scale which was hitherto unimaginable.

The pandemic confronted us all with overwhelming challenges every single day, and as one of the largest essential foods organizations in the country, we resolved to put our best foot forward.

We mobilised and augmented our manufacturing, supply chain and sales systems to ensure that every fellow Indian across the length and breadth of this country, had easy access to affordable nutrition.

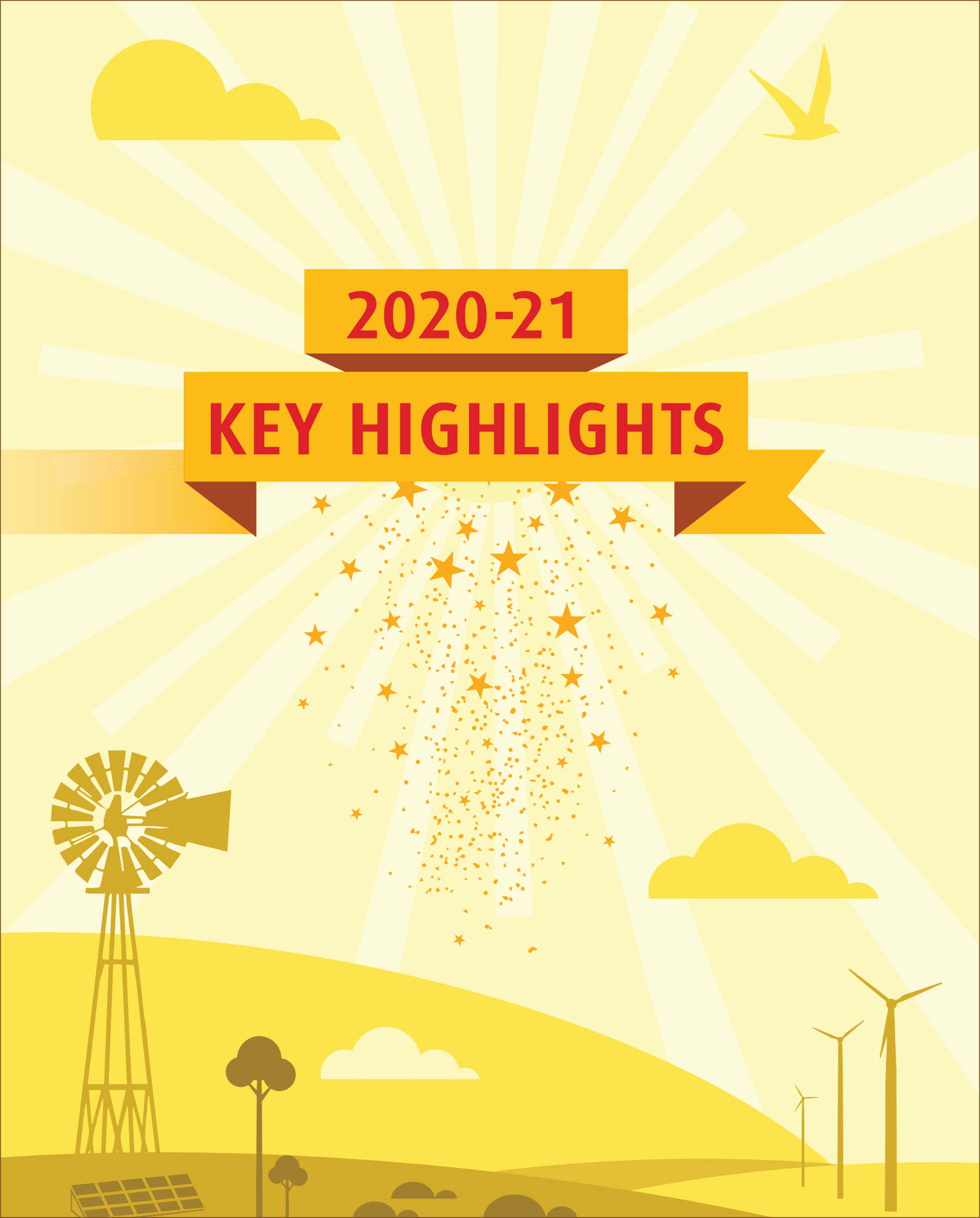
While there were unrelenting constraints facing every member of the Britannia ecosystem with no known protocol of operations, we demonstrated immense agility and rallied together in unison to ensure that we deliver value to our shareholders, sow the seeds for a sustainable future, and most importantly, serve the country in these dire times of need. We liaised with government organizations & civil society groups across the country to lend a helping hand to the vulnerable sections of the society by providing hot meals, ration kits and packaged
food products.

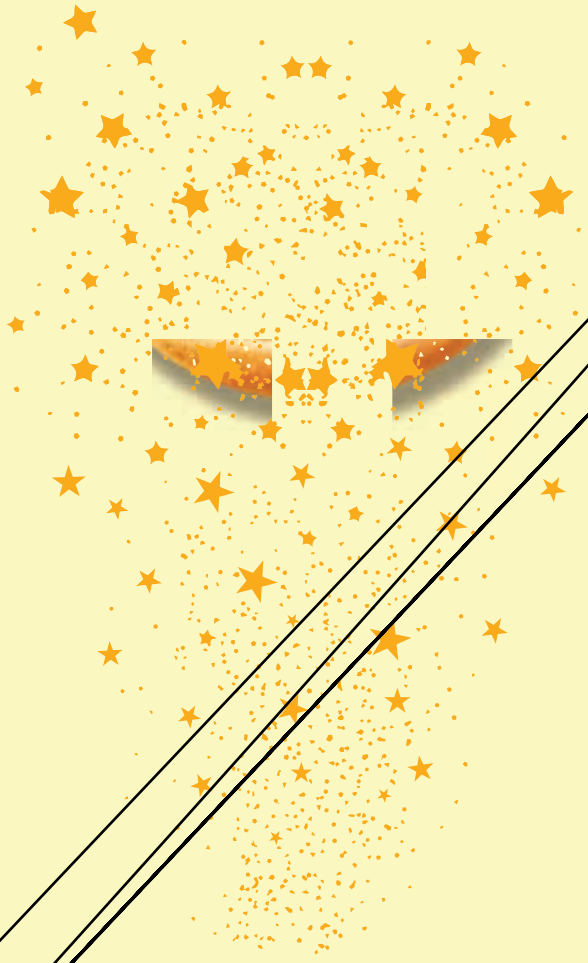
We realize that today, more than ever, ESG (Environment, Social, Governance) standards are of paramount importance and need to be integrated into our core business philosophy, product portfolio & the entire value chain. Through the course of the year gone by, we made certain that we do not lose sight of the importance of delivering sustainable and responsible goodness by helming our initiatives in energy & water conservation, sustainable packaging and community nutrition; amongst others.

And thus, we took strides every day to enliven the Britannia of today, the one which proffers exciting goodness through its products, but more importantly, the one that works towards making every day,
a better day.

2020-21

KEY HIGHLIGHTS





SAFETY FIRST
AGILITY NEXT

ADHERENCE TO SANITISATION AND MASK-WEARING PROTOCOLS AMONGST SALES FORCE

INNOVATIVE DELIVERY SOLUTIONS

INSTALLATION OF PHYSICAL BARRIERS IN FACTORIES

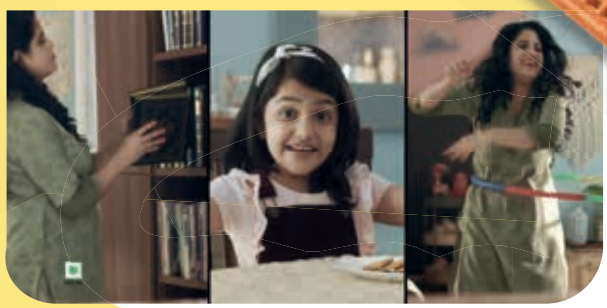
COMMUNICATION ON COVID-19 INFORMATION THROUGH PA SYSTEM

MILK BIKIS: REGIONAL DOMINANCE TO NATIONAL RECKONING

POWERFUL RENOVATION IN TAMIL NADU

NEW PACKAGING

40-YEAR LEGACY CELEBRATIONS



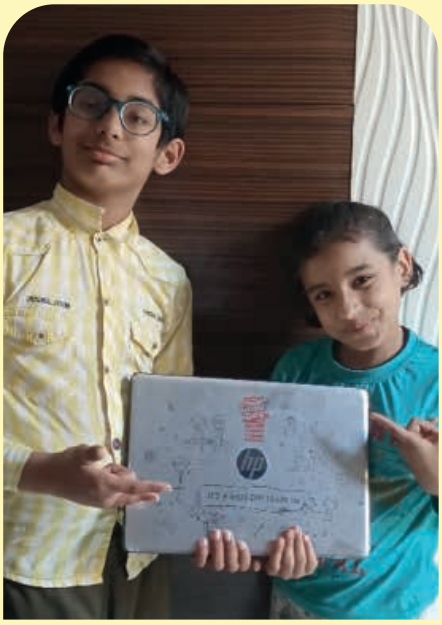
THEMATIC BRAND FILM

POWER STRIDES IN THE REST OF INDIA WITH THE 100% ATTA PRODUCT LAUNCH

FILM STARRING PANKAJ TRIPATHI

100% ATTA PRODUCT LAUNCH

GOOD DAY: BRINGING HOME THE JOY OF SCHOOLING



BRITANNIA®
Good Day®
Learn From Home

MARIE GOLD: NOURISHING HOMEMAKERS' DREAMS

MY STARTUP CONTEST 2

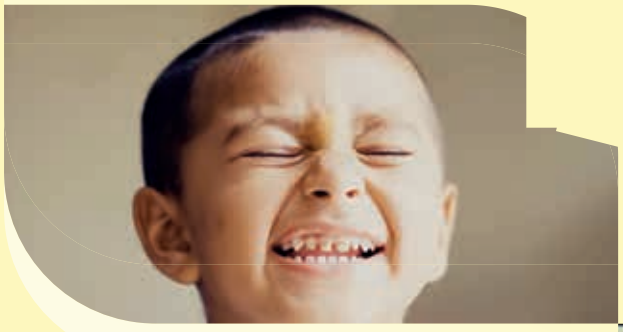
MY STARTUP 2 ACTIVATION

THEMATIC BRAND FILM

DIGITAL ACTIVATION

BRITANNIA
CHEESE BLOCK
BRITANNIA
CHEESE BLOCK
COW'S MILK

DISRUPTIVE DIGITAL CONTENT



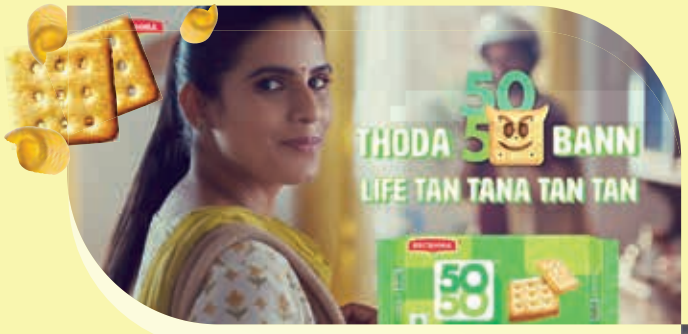
Milk Bikis
The Unstoppables Teacher's Day Film

Tiger Krunch
Krunch Khao, Punch Dikhao Activation

NEW WINNING ADVERTISING

Treat JimJam
Anything For JimJam

NutriChoice
Healthier Choice Is In Our Hands



5050
Life Tantana Tan

Toastea
Karari Shuruat

Treat Wafers
Rs.10 Pack Launch

NURTURING INNOVATIONS

LAYERZ

PURE MAGIC CHOCOLUSH HAZELNUT

TREAT BURST

WINKIN' COW LASSI

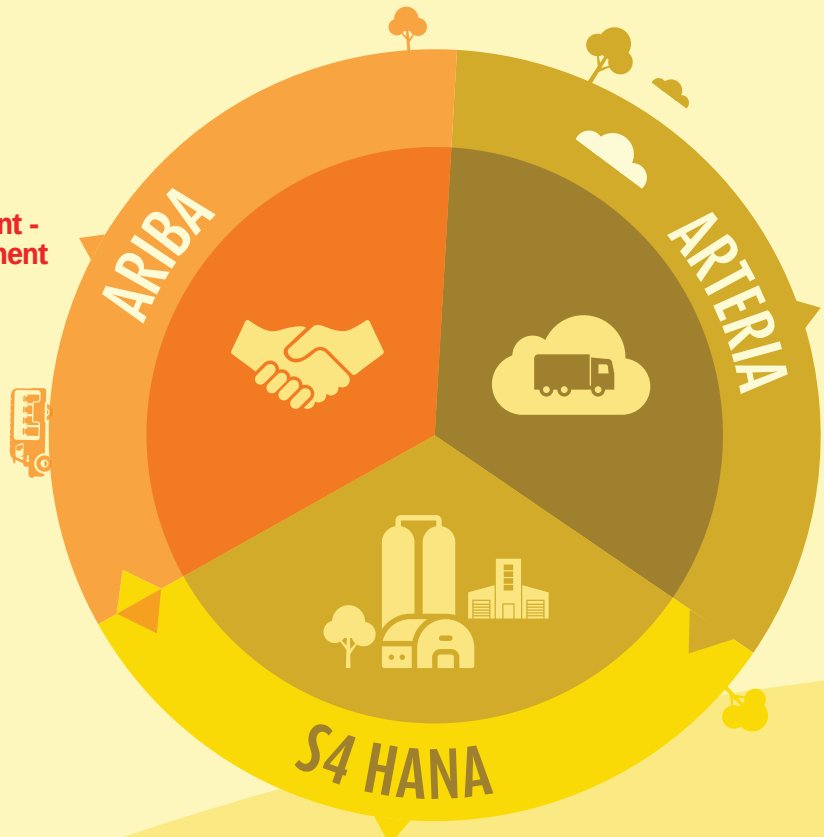
MISSI BREAD

TREAT WAFERS

BUILDING
A BETTER
TOMORROW

HOLISTIC DIGITAL TRANSFORMATION

3 TRANSFORMATIONAL DIGITAL PROJECTS.



Vendor Management - Sourcing & Procurement
500+ Vendors

Dealer Management System on Cloud
3500+ Distributors
2.4 Mn outlets

Core ERP - Upgradation of Processes
80+ Factories
60+ Depots

NEW FUNCTIONALITIES & PROCESSES

S4 HANA

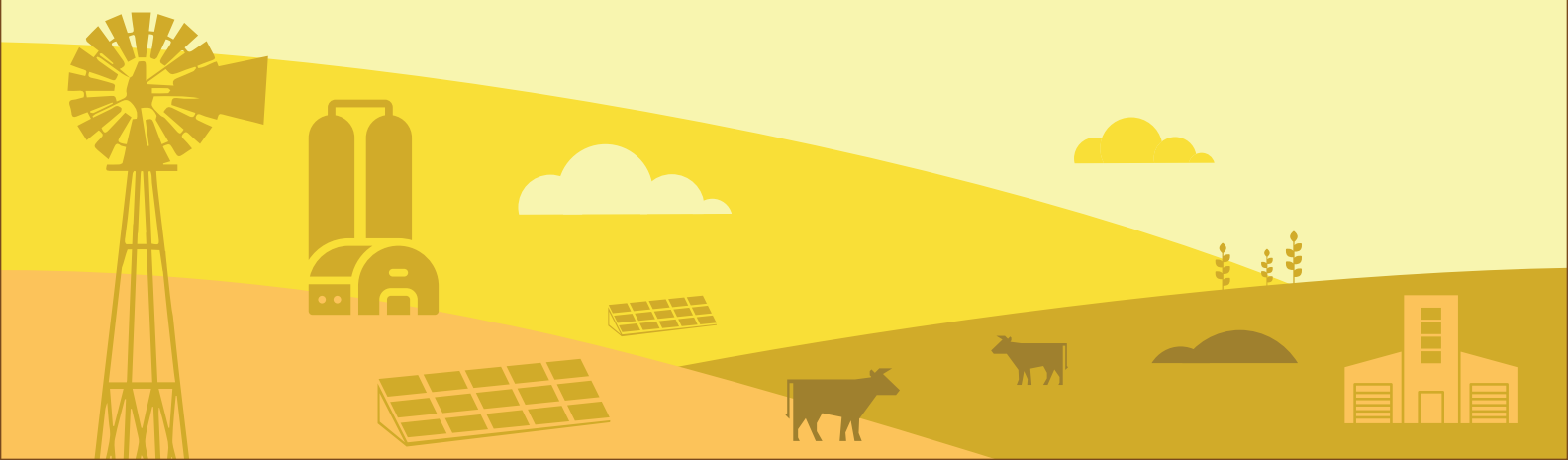
- Material Resource Planning
- Warehouse Management System
- Profitability Analysis
- Plant Maintenance
- Project Systems

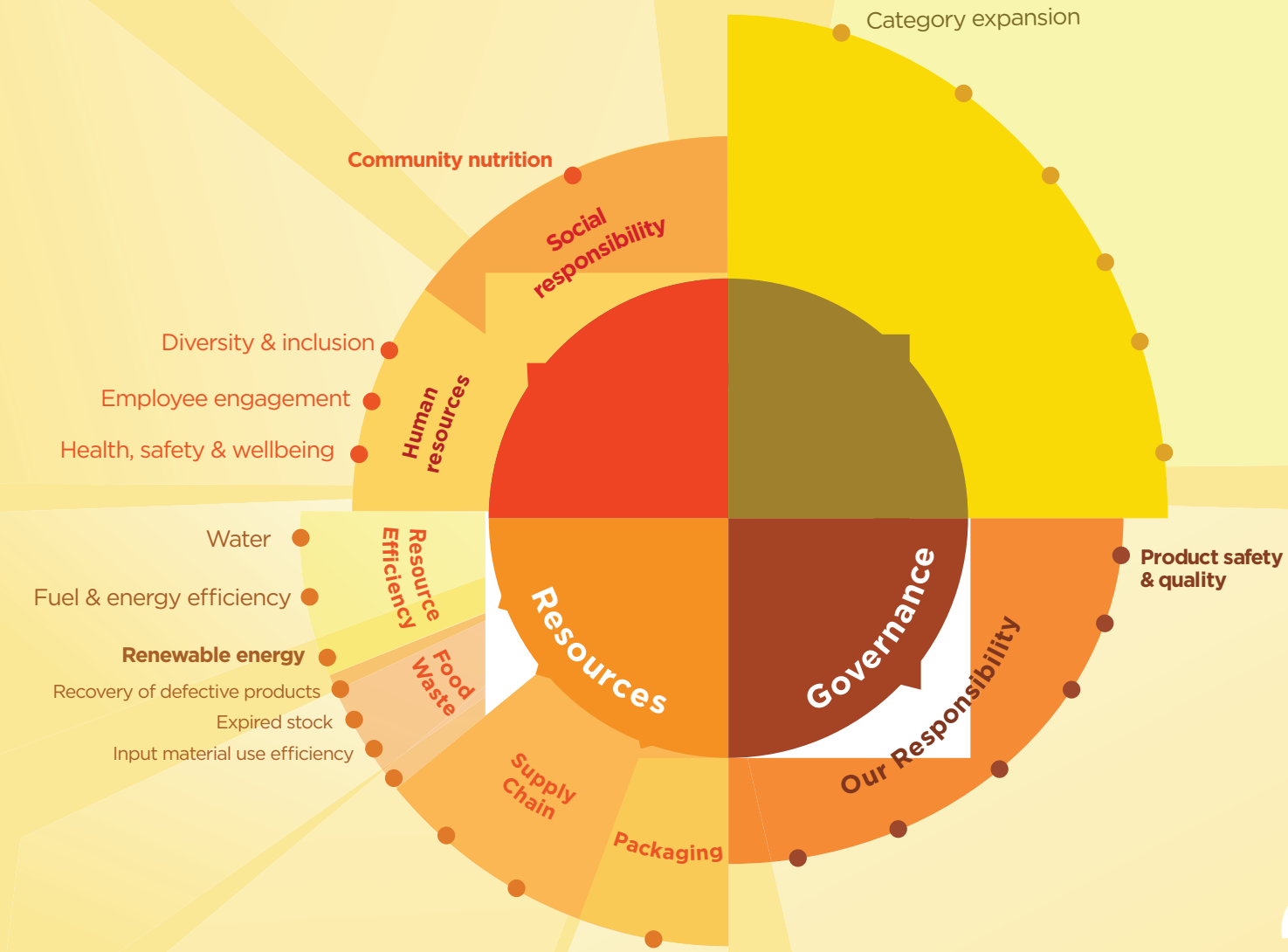
ARTERIA

- Realtime Data Exchange
- Integrated Scheme Management
- Simplified Claim Settlement
- Price & Promotion Controls

ARIBA

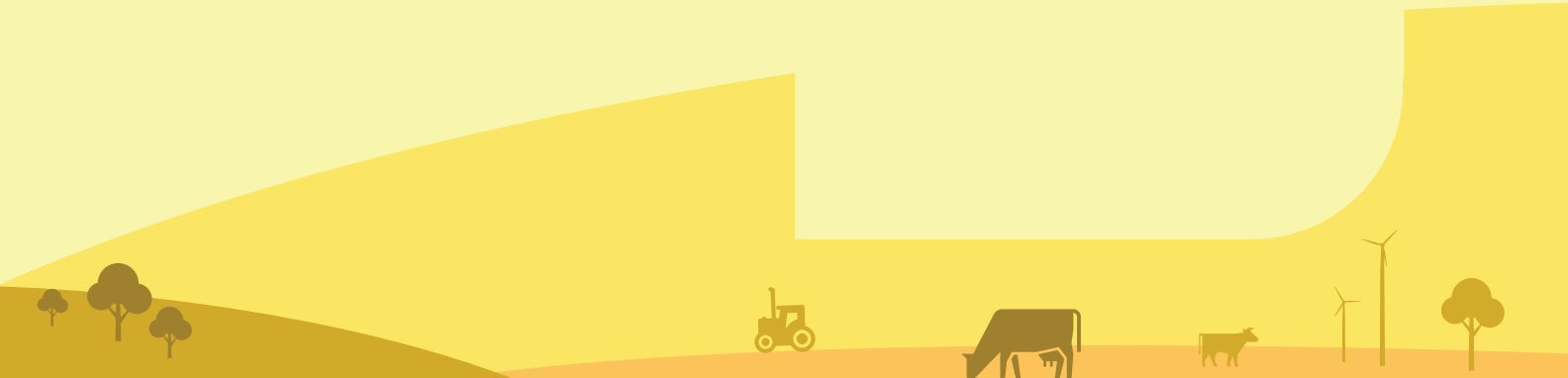
- Sourcing
- Digital Contract
- Catalogue Buying
- Life Cycle Management




Category expansion
Community nutrition
Social responsibility
Diversity & inclusion
Employee engagement
Health, safety & wellbeing
Human resources
Water
Fuel & energy efficiency
Resource Efficiency
Renewable energy
Recovery of defective products
Expired stock
Input material use efficiency
Food Waste
Resources
Governance
Product safety & quality
Our Responsibility
Supply Chain
Packaging

IMPACTFUL SUSTAINABILITY

ENERGY CONSERVATION
– Using solar energy in factories



CORPORATE INFORMATION

CHAIRMAN:

Mr. Nusli N Wadia

MANAGING DIRECTOR:

Mr. Varun Berry

DIRECTORS:

Mr. Avijit Deb
Mr. Jeh N Wadia
Mr. Keki Dadiseth
Dr. Ajai Puri
Mr. Ness N Wadia
Dr. Ajay Shah
Dr. Y.S.P Thorat
Mr. Keki Elavia
Mrs. Tanya Dubash
Dr. Urjit Patel

MANAGEMENT TEAM:

Mr. N Venkataraman – Chief Financial Officer
Mr. Vinay Singh Kushwaha - Chief Supply Chain Officer
Mr. Sudhir Nema - Chief Development & Quality Officer
Mr. Manjunath Desai - Vice President - Consumer Insight, Media & Competitive Intelligence
Mr. Ritesh Rana - Vice President – Human Resource
Mr. Manoj Balgi - Vice-President – Procurement
Mr. Annu Gupta – Vice President – International Business
Mr. Vipin Kumar Kataria – Vice President - Sales
Mr. Vinay Subramanyam - Vice President – Marketing

COMPANY SECRETARY:

Mr. T.V. Thulsidass

AUDITORS:

Walker Chandiok & Co LLP,
Chartered Accountants
5th Floor, 65/2, A Block, Bagmane Tridib, Bagmane Tech Park,
CV Raman Nagar, Bengaluru 560093

BANKERS:

HDFC Bank Limited
ICICI Bank Limited
State Bank of India
Indian Bank
Citibank N.A.
Coöperatieve Rabobank U.A.
The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank

BOARD'S REPORT

Your Directors are pleased to present their Report and the Audited Financial Statements for the year ended 31 March 2021.

I. FINANCIAL PERFORMANCE

a. Standalone Financial Results

₹ in Crores

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Revenue from Operations	12,378.83	10,986.68
Profit before tax	2,379.44	1,908.26
Profit after tax	1,760.03	1,484.30
Interim Dividend*	3,491.41	841.64

** With effect from 1st April, 2020, dividend is taxable in the hands of the shareholders and the Company has deducted tax at source at applicable rates.*

b. Consolidated Financial Performance

Consolidated Financial Statements prepared in accordance with Section 133 of the Companies Act, 2013 read with the rules made thereunder and Indian Accounting Standards (Ind AS) along with the Auditor's Report form part of the Annual Report.

Consolidated Sales of your Company for the financial year ended 31 March 2021 is ₹ 12,883.04 Crores vis-à-vis' ₹ 11,443.99 Crores in the previous year, registering a growth of 12.6%. Consolidated Net Profit attributable to the owners of the Company for the financial year ended 31 March 2021 is ₹ 1,863.90 Crores vis-à-vis ₹ 1,402.63 Crores in the previous year, registering a growth of 32.9%.

c. Overview of Company Performance

The Covid-19 pandemic is the biggest global humanitarian crisis of our time and poses major challenges to public health systems, food security and employment. The social and economic impact of the pandemic has disrupted the lives and livelihood of millions of people and affected economies across the world. These effects were also felt by the Indian economy during the year with concerns about health and safety taking precedence over growth.

While there were challenges every single day, your Company ensured that its products were able to reach every household in times of need. This was made possible by innovative strategies to ensure material availability and increased productivity at factories, uninterrupted supplies by distributors, digital sales initiatives and safety of workers and employees.

Your Company's ability to face adverse situations and emerge as one of the leading FMCG Companies testifies to the high degree of resilience and resourcefulness of Britannia's employees and the success of its ongoing programs for safety, uninterrupted supply chain operations, cost efficiency, distribution expansion and investments in people and technology.

The learnings during the pandemic led to the development of new strategies and plans for the future. This is enabling your Company to address the challenges arising from the ongoing second wave of the Covid-19 pandemic with renewed focus on ensuring availability of our products without compromising the safety of employees and other stakeholders.

Your Directors wish to place on record their sincere appreciation to the Company's employees, business partners, vendors, distributors, customers and other stakeholders for their exemplary work to deliver good results in a difficult year.

d. IT Revolution

Technology continues to change the ways of life and business. As part of technology advancement initiatives, your Company undertook a major digital revamp and implemented three transformational projects:

- S/4 HANA to integrate all business processes and implement best-in-class practices across the value chain.
- Online dealer management system to take sales processes to the next level.
- End-to-end integration of vendor processes.

With all the core systems getting upgraded and integrated, your Company would be in a better position to leverage the large data available to build relevant business analytics and intelligence.

e. Subsidiaries, Associates and Joint Ventures

A report on the financial performance of each of the Subsidiaries, Associates and Joint Ventures included in the Consolidated Financial Statements is provided in Form AOC-1 and forms part of this Annual Report. The audited financial statements of all the subsidiaries are available on the website of the Company www.britannia.co.in.

During the year under review, Strategic Foods Uganda Limited in Uganda and Britannia Egypt LLC in Egypt were incorporated as step-down subsidiaries of the Company.

f. Dividend

The Dividend Distribution Policy of the Company aims at rewarding the shareholders through payment of dividend. Pursuant to the Policy, the Board of Directors have declared interim dividends of:

- 8300% i.e., ₹ 83 per Equity Share of ₹ 1/- each at their Meeting held on 17 August 2020 and
- 6200% i.e., ₹ 62 per Equity Share of ₹ 1/- each at their Meeting held on 2 April 2021.

The total dividend payout for the financial year 2020-21 stands at ₹ 3,491.41 Crores. The Board has not recommended a final dividend for the financial year 2020-21.

g. Reserves

Your Company does not propose to transfer any amount to the reserves for financial year 2020-21.

h. Share Capital

During the year under review, your Company allotted 4,00,000 equity shares of ₹ 1 each upon exercise of options under Britannia Industries Limited Employee Stock Option Scheme. Consequently, the paid up equity share capital of your Company increased by ₹ 4,00,000 during the year.

i. Scheme of the Arrangement for Bonus Debentures and Payment of Dividend

The Board of Directors at their meeting held on 5 October 2020 approved the Scheme of the Arrangement between the Company and its Members for:

a. Issue of 1 (one) unsecured, non-convertible, redeemable fully paid-up debenture of the face value of ₹ 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 ₹ 1 (Rupee one) each, by utilising the General Reserves of the Company; and

b. Payment of the dividend of ₹ 12.50 (Rupees Twelve and Fifty Paise) per every 1 (one) fully paid-up equity share of face value of ₹ 1 (Rupee One) each by utilizing accumulated profits of the Company.

The Scheme of Arrangement has been approved by the Hon'ble National Company Law Tribunal, Kolkata Bench by its order dated 7 May 2021.

The Bonus Debenture Committee at its Meeting held on 3 June 2021 allotted 24,08,68,296 unsecured, non-convertible, redeemable fully paid-up debentures of face value of ₹ 29 each, bearing interest at 5.5% p.a and approved payment of dividend of ₹ 12.50 per equity share of face value of ₹ 1 each, subject to deduction of applicable taxes, in terms of the Scheme of Arrangement, to the Members holding shares as on record date i.e., Thursday, 27 May 2021.

The final listing and trading approval for the bonus debentures was received from the BSE Limited and National Stock Exchange of India Limited on 16 July 2021 and the bonus debentures were listed on both the exchanges w.e.f. 20 July 2021.

j. Material changes affecting the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

II. OPERATIONAL PERFORMANCE

a. The Britannia Promise to deliver Excitement and Goodness

Your Company is committed to deliver Excitement and Goodness through its convenient, delightful, nutritious and affordable food products to consumers across all age groups and geographies.

Each of our products is made with the best ingredients and packaged to retain their natural goodness, without compromise, thereby helping us keep our promise to deliver Excitement and Goodness in every bite.

b. Business Continuity Plan (BCP)

Your Company implemented a very robust Business Continuity Plan (BCP) process to manage operations during the Covid-19 pandemic. This involved a detailed review of sales order, finished & input stocks, production, delivery and supplies to outlets, on a daily basis. The review was done to identify key constraints in operations and find timely solutions for them. The review also covered safety of employees and business partners. This process helped the Company achieve exceptional results in very trying times.

Implementation of S4 HANA and real time dealer management system across the entire community of distributors in March 2021, coupled with the BCP Process should help quick conversion of sales order and improve product availability across outlets.

c. Supply Chain Operations

Supply Chain Operations played a crucial role in ensuring continued supply of food products to consumers during the difficult phase of the Covid-19 pandemic. Your Company's Business Continuity Plan enabled availability of material, manpower and manufacturing capacity across factories, daily monitoring of stock and partnering with government and local communities to ensure uninterrupted supply of products.

This was also possible due to your Company's relentless focus on operational excellence and cost efficiency programs across the value chain.

During the year, your Company successfully commissioned 3 Biscuit Lines, 1 snack line and expanded its depot at the Integrated Food Park, Ranjangaon, Maharashtra.

Your Company has a robust supply chain management process to ensure safety across the chain and delivery of safe and quality products to the consumers.

d. Environment, Health and Safety

Developing and maintaining "Zero Accident Culture" is at the core of your Company's EHS policy. Various safety initiatives and programs are implemented to achieve this objective. Your Company, during the year, reduced recordable injuries by 14% over the previous year in the manufacturing units in spite of the Covid-19 pandemic and this was made possible by site based initiatives, such as critical behaviours awareness programs, self-audits / inspections of machines and infrastructure.

Your Company manages occupational health and safety by systematically assessing the hazards and mitigating risks through various safety programs and training for employees. All sites have been certified for implementing Occupational Safety Management Systems.

Your Company strengthened its safety policies after the outbreak of Covid-19 pandemic and ensured Covid-19 awareness programs, health screening, social distancing, workplace disinfection, sanitization of vehicles, medical insurance for workers and employees and constant monitoring of Covid-19 affected employees and their primary contacts.

The Central Medical Council constituted by the Company addresses health and hygiene needs at the workplace by engaging with occupational health experts. The experts provide requisite advice to all site based medical and paramedical staff to proactively manage health and wellness of employees.

Your Company has also constituted a Central Environment Council led by subject matter experts to enable compliance to air, water and solid waste management. Water stewardship plan is in place to conserve and recharge ground water. Your Company achieved the Specific water consumption of 0.97 liters/kg of product which is 22% lesser than previous year and this was possible due to in-house water conservation programs.

e. Quality Programs

Quality and Food Safety are paramount for your Company. As the Covid-19 pandemic continues to spread across the nation, your Company adopted stringent quality assurance processes in all its manufacturing units to ensure delivery of superior, safe and compliant products to consumers.

All the existing manufacturing units of your Company, including contract manufacturing units, are certified by an accredited third party in accordance with 'Hazard Analysis Critical Control Points' (HACCP) / ISO 22000 standards and operate in compliance with stringent food safety and quality standards.

After the relaxation in Covid-19 related restrictions, your Company resumed the audits conducted by American Institute of Baking (AIB) in January 2021 and received certification for 4 of its manufacturing units for compliance to Global Food Safety Standards.

Your Company's "Consumer Care Cell" continues to be compliant to the 'Global Standards on Quality Management – Customer satisfaction – Guidelines for complaints handling in organizations' and sustained the ISO 10002:2018 certification.

Your Company has also implemented Vendor Quality Assurance Program (VQAP) across the supply chain to integrate, monitor and control quality at all stages. Your Company reviews key supplier scorecards quarterly and drives quality improvements that provide lasting value to suppliers.

f. Research and Development (R&D)

Your Company established a World class R&D Centre in 2016 and built up capabilities towards its goal of transforming into a 'Total Foods Company'. R&D continued to focus on consumer centric and high quality products and developed 'Choco-Hazelnut crème' filled biscuit variant under 'Pure Magic' brand, 'MilkBikis Atta' product, 'Masala Mania' variant under the 'Timepass' brand, 'Layerz Cake' of ₹ 5, 'Lassi' with 2 variants - 'Rose Classic' and 'Mango' under the 'Winkin Cow' brand.

Your Company is continuously working on developing unique and innovative products which provide indulgence, health and nutritional benefits.

Your Company's R&D team is also consistently working to increase positive nutrients and reduce negative nutrients in its product portfolio. Your Company is committed to reducing 3% Sodium and Sugar in selected products during financial year 2021-22. In addition, you will be delighted to learn that R&D has successfully built capabilities to use alternate cereals, whole grains and millets in its product portfolio, thereby overcoming significant taste barrier due to use of these ingredients.

Your Company continued its efforts to 'Make a Difference' to the community, by investing significantly in R&D to address key nutritional deficiencies. According to National Family Health Survey 4 (2015-16), anaemia continues to be a prime health concern across India with ~53% of the women being anaemic. In order to address Iron Deficiency Anaemia (IDA), your Company's R&D team developed a tasty and affordable Iron & Folic Acid fortified biscuit delivering 50-75% RDA of these nutrients to the adolescent girls and women.

You will be happy to know 'Suphoshan' nutrition intervention program undertaken by the Britannia Nutrition Foundation (BNF), Narayana Health Charitable Trust and National Health Mission, Government of Rajasthan in adolescent school going children with iron and folic acid fortified biscuits developed by R&D team led to significant increase in the haemoglobin levels in adolescents.

Your Company is continuously working on its goal to use 100% recyclable or reusable or bio-degradable laminate packaging in its portfolio by the end of 2024. You would be delighted to know that your Company has successfully developed fully recyclable polypropylene based laminate, which was certified by premier polymer research institute.

Considerable research and development efforts are also directed towards reducing usage of plastics. Your Company has developed options to use special enhancers and fillers to reduce usage of virgin plastic by 30% in secondary packaging bags.

Your Company redesigned corrugated boxes without altering capacities and reduced the paper usage across its portfolio. This design change resulted in reducing usage of Kraft paper by ~ 7%.

Your Company is committed to retrieve plastics from the system through Extended Producers' Responsibility (EPR) initiatives across India for multilayer and plastic packaging waste collection and energy recovery in association with PRO's. Your Company scaled up the EPR to ~5500 tonnes of plastics during the year and a plan is in place to be plastic neutral by March 2022.

g. Environment, Social and Corporate Governance Reporting

Your Company is committed to creating a positive impact for the environment, the communities and its stakeholders. Our sustainability vision of being a responsible Total Global Foods Company is rooted in this commitment. While sustainability considerations have influenced our processes and products for several years, your Company formalized a sustainability strategy in financial year 2020 -21. The strategy rests on 4 key pillars of Growth (Economic), Governance, Resources (Environment) and People (Social). Your Company has assigned annual targets for implementation and formulated key performance indicators (KPIs) with detailed action plans for ESG. A governance structure for oversight and implementation of the strategy has also been established. Your Company has released its first ever Sustainability Report including strategy and implementation milestones.

h. Brands

2020-21 was an unprecedented year with Covid-19 causing economic slowdown in the country. It also led to uncertain consumer behaviour throughout the year due to restrictions around mobility, safety concerns and lower disposable incomes. However, your Company's focus on ensuring product availability despite supply chain disruptions, consistent brand building, delivering superior products with consumers' need at

heart and creating impactful communication ensured growth and market leadership even in a turbulent year. Our strong brand equity made certain that we remained consumers' preferred choice in times that called for discerned decisions.

This was made possible by a host of marketing strategies and interventions:

Spreading goodness in tough times

Your Company's health brand **NutriChoice** has always stood for good choices, and with this thought, it came up with a new thematic campaign in January 2021 to remind consumers that in spite of the binge eating that has become commonplace in our lives due to staying at home for more than a year, **making a healthier choice is still in our hands**.

Our leading biscuit brand, **Good Day** put forth multiple digital communications celebrating Covid warriors as well as nudging consumers to smile more during the gloomy times of lockdown restrictions. Also, realising the increasing importance of virtual schooling due to pandemic induced restrictions, the brand launched a mega consumer offer "**Learn From Home**" in January 2021. This campaign helped consumers in bringing home the joy of schooling through an opportunity to win a laptop every hour during the campaign duration.

Britannia **Milk Bikis** launched a special film "**The Unstoppables**" on Teacher's Day as an ode to teachers all across India whose unwavering spirit ensured that despite not being technologically adept, they did not let that impact education of their students.

Fortifying core brands with advertising campaigns

Good Day strengthened its presence in the market with a new campaign "**Har Khushi ko Banaye Khaas**" for the Cashew / Cashew Almond variant in November 2020 which talked about how it makes moments of happiness even more special.

Britannia Marie Gold with its purpose of empowering homemakers, providing strength to their resolve and giving them confidence to achieve their dreams; launched a thematic campaign "**Geetaji Ka Sapna**" in August 2020. This was in continuation to the 2nd season of '**Britannia Marie Gold My Startup**' initiative which concluded in June 2020. In this initiative, your Company provided financial assistance to homemakers with entrepreneurial ideas by partnering with National Skill Development Corporation (NSDC) to launch India's first-ever skill development program customized for women with entrepreneurial aspirations.

Britannia Milk Bikis celebrated **40 years** of its unique and everlasting bond with Tamil Nadu (TN) consumers with a communication centred on celebrating childhood friendships, much like TN consumers' friendship with Milk Bikis, which has been one of the first friends to over 3 generations of consumers.

Britannia Cheese launched an exciting activation "**Star Chef**" with Saif Ali Khan & Chef Shipra Khanna that allowed consumers to be the star of their kitchen by cooking with the best.

Britannia Treat Jim Jam launched a new communication "**Anything for Jim Jam**" where popular Bollywood celebrities Kunaal Roy Kapur & Varun Sharma played the role of iconic characters Jimmy & Jammy and went to extreme lengths to grab a pack of Jim Jam.

Britannia 50-50 in line with its brand belief of being unpredictable and quirky, launched an exciting new campaign around "**Thoda 50-50 Ban, Life Tan Tana Tan Tan**".

Britannia Toastea roped in Trisha Krishnan & Neena Gupta to showcase the quintessential saas-bahu of many Indian homes who happily multi-task their way as Home Managers, albeit after a "**Karaari Shuruaat**" with a bite of Toastea.

Tiger Krunch partnered up with popular celebrity Sonu Sood in the grand digital & PR activation "**Krunch Khao, Punch Dikhao**" to train kids on self-defence techniques from across the globe.

Britannia Cakes also delighted consumers with its fun campaigns on Layerz & Gobbles brands in October & December 2020.

Market leadership through multiple innovations

Keeping in mind consumers' need for exciting new product innovations, Britannia brought to market several new innovations such as **Pure Magic Chocolush Hazelnut, Layer Cake ₹5, Winkin Cow Lassi** (in Classic & Mango flavours) and **Diced Cheese**.

Invigorating intrigue in digital consumers through disruptive digital content

This year, **Little Hearts** continued its trend of launching differentiated campaigns for Valentine's Day with a first-of-a-kind customised personal ad.

"**The Gift**" film showed how just like Little Hearts, there's always something sweet in every little heartbreak.

Britannia Bourbon tied up with top digital influencers across India in March 2021 to launch a fun digital activation "**Bourbon Blabber Mates Challenge**" which helped best friends test the extent of their friendships.

There were several other digital activations and campaigns such as **Britannia Cakes**' "**Mishti Moments**" and **Pure Magic's** "**Deuce Some Magic**" to ensure that the brands were always on top-of-mind for their consumers.

Embracing E-Commerce as a primary business channel

Changes in consumer shopping behaviour due to the pandemic ensured that 2020 became a watershed year for the e-grocery industry. Your Company, being the market leader in most of the categories it is present in, ensured that it kept up with the times, by focusing on visibility and availability on e-grocery platforms and marketplaces.

This thought leadership was exemplified by integration with **Grofers** for the launch of **Treat Wafers ₹ 10** campaign as well as by the launch of an innovative Britannia **Gifting website** that allowed consumers to select a Britannia **Shubh Kamnayein** Diwali hamper, personalize it with a message & a photograph and have it seamlessly delivered to their loved ones.

i. Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo

Details of energy conservation, technology absorption, foreign exchange earnings and outgo in accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given as **Annexure** 'A' to this Report.

III. DIRECTORS

a. Appointment/Re-Appointment

During the year under review, Mr. Anil Kumar Hirjee, Non-Executive Director passed away on 27 September 2020. The Board, while condoling the sad demise of Mr. Hirjee, placed on record its sincere appreciation for the stellar contributions made by him as a Member of the Board.

Mr. Jehangir N Wadia, Non-Executive Director, who retires by rotation at the ensuing AGM in terms of Section 152 of the Companies Act, 2013, has not offered himself for re-appointment. The Board of Directors at their Meeting held on 30 July, 2021 resolved not to fill the resulting vacancy and the same is placed before the Members at the ensuing AGM for their approval.

Dr. Urjit Patel (DIN: 00175210) was appointed as an Additional and Independent Director by the Board of Directors at their meeting held on 31 March 2021. Dr. Patel holds office upto the date of the ensuing AGM of the Company. The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing Dr. Urjit Patel's candidature for the office of Director. Accordingly, Dr. Urjit Patel is proposed to be appointed as a Non-Executive Independent Director for a period of 5 consecutive years with effect from 31 March 2021 upto 30 March 2026.

Dr. Y.S.P Thorat and Dr. Ajay Shah, Independent Directors of the Company will be completing their first term as Independent Directors on 12 February 2022. Pursuant to the provisions of Companies Act, 2013, Articles of Association of the Company, performance evaluation and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 27 April 2021, approved the re-appointment of Dr. Y.S.P Thorat and Dr. Ajay Shah as Independent Directors for another term of 5 consecutive years effective from 13 February 2022 upto 12 February 2027, subject to the approval of the members of the Company by special resolution.

Further, pursuant to the provisions of the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), the listed Company shall not appoint or continue the directorship of a person who has attained the age of 75 years unless special resolution is passed to that effect.

In this regard, the Board of Directors at their Meeting held on 27 April 2021 recommended the continuation of Directorship of Dr. Y.S.P Thorat, Independent Director who would attain age of 75 years in November 2022 for approval of the Members of the Company by special resolution.

Mr. N. Venkataraman (DIN: 05220857), Chief Financial Officer of the Company was appointed as an Additional Director and Whole-Time Director

designated as Executive Director and Chief Financial Officer by the Board of Directors at their meeting held on 30 July, 2021.

Mr. N. Venkataraman holds office as an Additional Director upto the date of the ensuing AGM of the Company. The Company has received a notice in writing from a Member of the Company proposing his candidature for the office of a Director.

The Board is of the opinion that Dr. Urjit Patel, Dr. Ajay Shah, Dr. Y.S.P Thorat and Mr. N. Venkataraman possess the requisite knowledge, skills, expertise and experience to contribute to the growth of the Company.

Profile and other information of the above Directors as required under Regulation 36 of SEBI Listing Regulations, 2015 and Secretarial Standard - 2 are given in the Notice of the 102nd AGM of the Company.

The above proposals for appointment and re-appointment forms part of the Notice of the 102nd AGM and the relevant Resolutions are recommended for approval of the Members of the Company.

b. Directors' Responsibility

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

(i) In the preparation of the annual accounts, the applicable accounting standards have been followed;

(ii) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31 March 2021 and of the profit of the Company for the year;

(iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) The Annual Accounts are prepared on a going concern basis;

(v) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;

(vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultant(s) and the reviews made by the Management and the relevant Board Committees including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and operationally effective during financial year 2020-21.

IV. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company as part of its CSR initiatives has undertaken projects/programs in accordance with the CSR Policy. The details of the CSR activities are given as **Annexure 'B'** forming part of this Report.

V. EMPLOYEES

a. Particulars of Remuneration of Directors, KMPs and Employees

A statement containing the details of the Remuneration of Directors, KMPs and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as **Annexure 'C'** to this Report.

However, as per the provisions of Section 136 of the Companies Act, 2013, the report and financial statements are being sent to the Members and others entitled thereto after excluding the disclosure on particulars of employees. The disclosure is available for inspection by the Members at the Registered Office of your Company during business hours on all working days of the Company up to the date of the ensuing AGM. Any Member interested in obtaining a copy thereof, may write an email to investorrelations@britindia.com.

b. Employee Stock Option Scheme (ESOS)

The disclosure pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16 June 2015 and Section 62(1) (b) of the Companies Act, 2013

read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is given as **Annexure 'D'** to this Report.

c. **Britannia Industries Limited Phantom Option Scheme 2021**

The Board of Directors at their meeting held on 30 July, 2021 approved termination of Britannia Industries Limited Employee Stock Option Scheme ('ESOS Scheme') and replacing with Britannia Industries Limited Phantom Option Scheme 2021 ('BIL POS 2021') subject to approval of shareholders. Consequently, the stock options granted under ESOS Scheme which are Vested but not exercised or Unvested as on date will be replaced with the phantom options under BIL POS 2021 once approved.

The above proposal forms part of the Notice of the 102nd AGM and the Board recommends the same for approval of the Members of the Company.

d. **Disclosure on Sexual Harassment of Women at Workplace**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder, your Company has constituted Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace.

During the year, 2 complaints were received by the Company under Anti-sexual harassment Policy and the same has been resolved.

VI. GOVERNANCE/SECRETARIAL

a. **Corporate Governance**

A Report on Corporate Governance for the financial year ended 31 March 2021 along with the Statutory Auditor's Certificate on compliance with the provisions of corporate governance under SEBI Listing Regulations, 2015 is forming part of the Annual Report.

b. **Business Responsibility Report**

Pursuant to Regulation 34(2)(f) of SEBI Listing Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/10/2015 dated 4 November 2015, the 'Business Responsibility Report' (BRR) of the Company for financial year 2020-21 is forming part of the Annual Report.

c. **Annual Return**

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013 read with the rules made thereunder, the Annual Return of the Company has been disclosed on the website of the Company and Web Link thereto is: http://britannia.co.in/investors/annual-report.

d. **Whistle Blower Policy**

The details of Whistle Blower Policy are given in Clause No. 8 (c) of the Corporate Governance Report.

e. **Board Evaluation**

The details of evaluation of Directors, Committees and Board as a whole are given in Clause No. 3(b) of the Corporate Governance Report.

f. **Remuneration Policy**

The details of the Remuneration Policy are given in Clause No. 3(b) of the Corporate Governance Report. The Company's Remuneration Policy for Directors, Key Managerial Personnel and other Employees is disclosed on the website of the Company and the weblink thereto is http://britannia.co.in/pdfs/Code_of_conduct/policies/Remuneration-Policy-for-Directors-KMPs.pdf

g. **Risk Management**

Your Company has a well-defined risk management framework in place and a robust organizational structure for managing and reporting risks. Your Company has constituted a Committee of the Board to monitor and review risk management plan. Risk management process has been established across your Company and is designed to identify, assess and frame a response to threats that affect the achievement of its objectives.

The details of the Risk Management Committee are given in Clause No. 3(g) of the Corporate Governance Report.

h. **Independent Directors**

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and SEBI Listing Regulations, 2015.

i. **Board and Committees**

The details of Board and its Committees, including number of Meetings are given in Clause No. 2 and 3 of the Corporate Governance Report.

j. Related Party Transactions

The framework for dealing with related party transactions is given in Clause no. 8(a) of the Corporate Governance Report.

During the financial year, your Company did not enter into any contract / arrangement / transactions referred in Section 188(1) of the Companies Act, 2013 read with the rules made thereunder and all the transactions with related parties were in the ordinary course of business and on an arm's length basis; and there were no material contracts or arrangements or transactions at arm's length basis or otherwise. Therefore, disclosure in Form AOC-2 is not applicable to the Company.

In accordance with Ind AS-24, the Related Party Transactions are disclosed under Note No. 45 of the Standalone Financial Statements.

k. Public Deposits

During the year, your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

l. Particulars of Investments, Loans and Guarantees

The particulars of Investments, Loans and Guarantees covered under the provisions of Section 186 of the Companies Act, 2013 read with the rules made thereunder are provided in Note No. 38, 39 and 40 of the Standalone Financial Statements.

m. Significant and Material Orders passed by the Regulators

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the operations of the Company in future.

n. Compliance with Secretarial Standards

During the year under review, the Company has complied with all the applicable Secretarial Standards.

VII. AUDITORS

a. Statutory Auditors

The Members of the Company at the 101st AGM held on 7 July 2020, appointed M/s. Walker Chandiok & Co, LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of 101st AGM till the conclusion of the 106th AGM of the Company.

The Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Statutory Auditors Report does not contain any qualifications, reservations or adverse remarks on the financial statements of the Company for financial year 2020-21.

b. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company appointed M/s. Parikh & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2020-21.

The Secretarial Audit Report for the financial year 2020-21 does not contain any adverse remark, qualification or reservation. The Secretarial Audit Report for financial year 2020-21 is given as **Annexure 'E'** to this Report.

c. Reporting of Frauds by Auditors

During the year under review, the Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

VIII. INTERNAL FINANCIAL CONTROLS

The details of adequacy of Internal Financial Controls are given in Clause (I) of the Management Discussion and Analysis Report.

IX. ACKNOWLEDGEMENTS

Your Directors would like to thank all stakeholders viz. customers, shareholders, dealers, suppliers, business partners, bankers, employees and all other business associates for the continuous support given by them to the Company and its Management.

On behalf of the Board

Nusli N Wadia
Chairman
(DIN: 00015731)

Place : Bengaluru
Date : 30 July 2021

ANNEXURE - 'A' TO THE BOARD'S REPORT

[Pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

(a) Energy conservation measures undertaken during financial year 2020-21:

Your Company adopted renewable energy in 5 factories and has signed solar power supply contracts for its unit in Gwalior (1MW) and Ranjangaon in Maharashtra (8MW). The current usage of renewable energy is ~24% and is expected to increase to ~33% after the commencement of supplies from the above solar projects.

With the successful conversion of two more lines to biomass as a fuel in financial year 2020-21, all four lines at Perundurai plant now use biomass as a fuel.

A pilot project for optimizing energy consumption on conventional ovens, by redesigning of the combustion circuit, was carried out successfully at Bidadi plant. Your Company is in the process of replicating it across all its plants.

(b) Additional investments and proposals, if any, being implemented for reducing energy consumption:

Your Company is evaluating various renewable energy options after considering the policies & guidelines of each state viz., own investment, open access, third party agreements and captive arrangements.

Over the next 2 years, your Company plans to increase the usage of renewable electricity in total mix to 45% and to increase it further to 60% by 2023.

(c) Impact of measures at (a) and (b) above:

Your Company has saved ~ ₹ 5.6 Crores through use of renewable energy and Biomass in financial year 2020-21.

B. TECHNOLOGY ABSORPTION

(a) Efforts in brief made towards absorption, adaptation and innovation:

During financial year 2020-21, your Company invested in areas of automation & technology upgradation for the launch of new products in existing categories and to enter into adjacent categories. Your Company had undertaken the following projects during financial year 2020-21:

- Bulk handling of Wheat Flour in Ranjangaon factory.
- Installation of the minor ingredient weighing & batching system on all six biscuit lines at Ranjangaon Factory.
- Implementation of improved version of thermic fluid oven for six oven operations with incremental corrections at Ranjangaon factory.
- Implementation of smart factory initiative across all six biscuit lines in Ranjangaon factory.
- Installation of seasoning sprinkler for surface application at Guwahati plant.

(b) Benefits derived as a result of the above:

The initiatives mentioned above resulted in achieving standard output, capability for innovation, improvement in labor and fuel productivity, superior product quality and reduction in material consumption.

(c) Details of imported technology:

Your Company imported technology for building capability to produce flat wafers and wafer rolls at Perundurai factory.

C. RESEARCH AND DEVELOPMENT

(a) Core areas of Research by the Company:

Your Company established a World class R&D Center and built up capabilities towards its goal of transforming the Company into a 'Total Foods Company'. Your Company is continuously working on developing unique and innovative products which provide indulgence, health and nutritional benefits.

Your Company's R&D team is also consistently working to increase positive nutrients and reduce negative nutrients in its product portfolio. Your Company is committed to reduce 3% Sodium and Sugar in selected products during

financial year 2021-22. In addition, you will be delighted to learn that R&D has successfully built capabilities to use alternate cereals, whole grains, and millets in its product portfolio, thereby overcoming significant taste barrier due to use of these ingredients.

(b) Benefits delivered as a result of above R&D initiatives:

Your Company continued its efforts to 'Make a Difference' to the community, by investing significantly in R&D to address key nutritional deficiencies. According to National Family Health Survey 4 (2015-16), anaemia continues to be a prime health concern across India with ~53% of the women being anaemic. In order to address Iron Deficiency Anaemia (IDA), your Company's R&D team developed a tasty and affordable Iron & Folic Acid fortified biscuit delivering 50-75% RDA of these nutrients to the adolescent girls and women.

'Suphoshan' nutrition intervention program to address Iron Defeciency Anaemia (IDA) taken up by Britannia Nutrition Foundation (BNF), Narayana Health Charitable Trust and National Health Mission, Government of Rajasthan in adolescent school going children with Britannia R&D developed iron and folic acid fortified biscuits (delivering 50-75% RDA of these nutrients) has led to significant increase in the haemoglobin levels in adolescents.

(c) Expenditure on R&D:

₹ In Crores

Particulars	31 March 2021
Capital	0.25
Recurring	31.90
Total	32.15
Total R&D expenditure as a % of turnover	0.26%

(d) Future plan of action:

Your Company is continuously working on its goal to use 100% recyclable or reusable or bio-degradable laminate packaging in its portfolio by end of 2024. R&D has supported your Company to scale up the EPR to ~5500 tonnes of plastics during the year and a plan is in place to be plastic neutral by March 2022.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO FOR FINANCIAL YEAR 2020-21:

₹ In Crores

Particulars	Amount
Foreign exchange used	1510.19
Foreign exchange earned	305.85

On behalf of the Board

Nusli N Wadia
Chairman
(DIN:00015731)

Place : Bengaluru
Date : 30 July 2021

ANNEXURE - 'B' TO THE BOARDS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR Policy:**

   For your Company, CSR means Corporate Sustainable Responsibility and this has been embedded into its business model. The CSR Policy of the Company represents the continuing commitment and actions of the Company to contribute towards social development and growth.

   Your Company comprehends the need for promoting health, growth and development of children from lower socio-economic sections of society. It has taken up various activities to promote health, growth and development of children and continued to contribute towards restoration of hospitals for children and women as part of its CSR Programs during financial year 2020-21.

2. **Composition of the CSR Committee:**

   CSR Committee comprises of the following Directors:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ness N Wadia	Chairman of the Committee/ Non-Executive Non Independent Director	1	1
2	Mr. Keki Dadiseth	Member of the Committee/ Non-Executive Independent Director	1	1
3	Dr. Ajai Puri	Member of the Committee/ Non-Executive Independent Director	1	1
4	Dr. Y.S.P. Thorat	Member of the Committee/ Non-Executive Independent Director	1	1

   During the year, one meeting of CSR committee was held on 31 March, 2021.

3. **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:**

   The above-mentioned details are disclosed on the Company's website -

   http://britannia.co.in/investors/statutory-disclosure

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).**

   Not Applicable

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

Sr No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
NIL			

6. Average net profit of the Company as per Section 135(5): ~ ₹ 1621.97 Crores

7. (a) Two percent of average net profit of the Company as per section 135(5): ~ ₹ 32.44 Crores

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(c) Amount required to be set off for the financial year, if any: ₹ Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): ~ ₹ 32.44 Crores

8. (a) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
32,43,94,167	NIL	NA	NA	NIL	NA

(b) Details of CSR amount spent against **ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No	Name of the Project	Item from the list of activities In Schedule VII to the Act	Local area (Yes/ No).	Location of the project		Project duration	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.	Promoting Preventive Health Care at Nowrosjee Wadia Maternity Hospital (NWMH)	Item no (i) of Schedule VII to the Act	No	Maharashtra	Mumbai	3 years	10,50,54,000	10,50,54,000	NIL	Direct	NA	NA
2.	Bai Jerbai Wadia Hospital for Children (BJWHC)	Item no (i) of Schedule VII to the Act	No	Maharashtra	Mumbai	3 years	16,94,65,000	16,94,65,000	NIL	Direct	NA	NA
3.	Promoting Healthcare Growth and Development of Children through Britannia Nutrition Foundation (BNF)	Item no (i) of Schedule VII to the Act	Yes	Madhya Pradesh, Bihar, Gujarat, Uttarakhand and Karnataka	Gwalior, Shivpuri, Vaishali, Bharuch, Udham Singh Nagar, UttaraKannada	1 year	4,98,75,167	4,98,75,167	NIL	Direct	NA	NA

Nowrosjee Wadia Maternity Hospital (NWMH)

Nowrosjee Wadia Maternity Hospital was established in the year 1926 in Mumbai to provide affordable comprehensive healthcare and super speciality services for women. The hospital specialises in offering affordable obstetric and gynaecological services to women across all sections of society, catering to their changing needs through different stages of their lives. It also acts as a tertiary level referral centre as well as helps rehabilitate these women and their families by showing them methods of improving the health and sanitation around their environment and thus ensuring a healthy life for their whole family.

To meet the continuous demand of patients and in order to provide all the services under one roof, there is a constant need for upgradation of services and technology at Nowrosjee Wadia Maternity Hospital. It is expected that these projects will increase accessibility and affordability of basic and specialized medical services among vulnerable women and children in the community.

Bai Jerbai Wadia Hospital for Children (BJWHC)

Bai Jerbai Wadia Hospital for Children and Research Centre (BJWHC) established in 1929, strongly focusses on providing preventive healthcare to women & children in rural, semi-urban and urban communities. Today BJWHC is the leading paediatric teaching institute with one of the largest Neonatal Intensive Care Unit (NICU) in the world with 155 beds. The hospital has more than 30 sub-specialties and can accommodate around 525 patients, providing comprehensive care to children under one roof. BJWHC has well established centres of excellence in Paediatric Cardiology, Neurology, Nephrology, Orthopaedics, Haematoncology to name a few. In partnership with UNICEF, BJWHC is also addressing child survival and development with equity among the most deprived by providing a state-of-the-art advanced Nutrition Rehabilitation Centre for children with Severe Acute Malnutrition.

BJWHC sees an inflow of over 2,00,000 patients on an outpatient basis and more than 25,000 children on an inpatient basis. The hospital has performed over 2000 cardiac surgeries since the department was established in February 2017. BJWHC also reaches out to the community by conducting outreach medical camps to benefit the tribal population in Palghar district.

To meet the continuous demand of patients and in order to provide all the services under one roof, there is a constant need for upgradation of services and technology at Bai Jerbai Wadia Hospital for Children to provide state-of-the-art comprehensive health care services which are affordable and convenient for children from lower socio-economic section of the society. It is expected that, these projects will increase accessibility and affordability of basic and specialized medical services among vulnerable children across India.

Britannia Nutrition Foundation (BNF)

Britannia Nutrition Foundation (BNF) works closely with communities around Britannia's factories to improve the health and nutritional status of children, adolescents and women. With major focus on addressing malnutrition and iron deficiency anemia, programs were undertaken in 5 states- Madhya Pradesh, Bihar, Gujarat, Uttarakhand and Karnataka in 1383 villages and slums, reaching out to more than 75,000 beneficiaries. The interventions were implemented in collaboration with the District administration, Integrated Child Development Services (ICDS), Health department and local organizations.

The key initiatives undertaken in financial year 2020-21 as part of Malnutrition and Anemia reduction program are as follows:

(i) Health and Nutrition

The interventions covered 54,198 children below 6 years with main focus on children with severe and moderate acute malnutrition, 4,868 expectant/new mothers and mothers of children with acute malnutrition and 16,228 adolescents. Regular health checks were conducted to identify and track children with acute malnutrition, expectant mothers and underweight adolescents. The foundation also worked on behaviour change through awareness on infant and young child feeding practices, immunization, water, sanitation and hygiene practices. It had set-up more than 2,500 nutrition gardens to improve household food security and dietary diversity, complimented the regular diets of children and adolescents with supplementary nutrition and distribution of 23 metric tons of specially formulated iron enriched biscuits. As a result, we achieved a reduction of 37% in the number of children with severe and moderate malnutrition and 22% reduction in the number of underweight adolescent girls.

(ii) Community engagement to foster ownership and sustainability

A holistic community-based approach was adopted to promote community's participation to eradicate malnutrition and anemia. Information about government's schemes and entitled services were disseminated, identified and trained 656 women and adolescent champions from within the communities, engaged women self-help groups and empowered them to become the change agents and improve awareness on health, hygiene and nutrition in their communities.

(iii) Strengthen service access and quality

To achieve better maternal and child health and nutrition outcomes, we provided capacity building support to more than 150 anganwadi workers, helpers and health workers to increase knowledge and skills for quality delivery of services. Ensured improved convergence of ICDS and health programs including regularization of village health and nutrition days, distribution of iron and folic acid supplementation in the intervention villages. Established linkages with krishi vigyan kendra and horticulture department to enhance access and coverage of services.

(c) **Details of CSR amount spent against other than ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No	Name of the Project	Item from the list of activities In Schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Amount spent for the Project (in ₹)	Mode of Implementation on - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
NIL									

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 32,43,94,167

(g) Excess amount for set off, if any

Sr. No	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per section 135(5)	₹ 32,43,94,167
(ii)	Total amount spent for the Financial Year	₹ 32,43,94,167
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
NIL							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed / Ongoing
NIL								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

(a) Date of creation or acquisition of the capital asset(s): Not Applicable

(b) Amount of CSR spent for creation or acquisition of capital asset: NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: NIL

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): NIL

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): NA

Sd/-
Ness N Wadia
Chairman of the Committee
DIN: 00036049

Sd/-
Varun Berry
Managing Director
DIN: 05208062

Place : Bengaluru
Date : 30 July 2021

ANNEXURE - 'C' TO THE BOARD'S REPORT

DETAILS OF REMUNERATION OF DIRECTORS, KMPs AND EMPLOYEES

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014including amendments thereto]

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during financial year 2020-21 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for financial year 2020-21 are as under:

Sl. No.	Name of Director / KMP	Remuneration of Director / KMP for financial year 2020-21 (₹ in Crores)	% Increase in Remuneration in financial year 2020-21	Ratio of Remuneration of each Director to median remuneration of employees
Promoter and Non-Executive Directors:				
1.	Mr. Nusli N Wadia, Chairman	8.01	37.63	215.32
2.	Mr. A.K. Hirjee*	0.07	NA	NA
3.	Mr. Jeh N Wadia	0.19	-56.82	5.11
4.	Mr. Ness N Wadia	0.96	5.49	25.81
Independent Directors:				
5.	Mr. Avijit Deb	0.50	-5.66	13.44
6.	Mr. Keki Dadiseth	0.61	0.00	16.40
7.	Dr. Ajai Puri	0.68	9.68	18.28
8.	Dr. Ajay Shah	0.26	23.81	6.99
9.	Dr. Y.S.P Thorat	0.77	-1.28	20.70
10.	Mr. Keki Elavia	0.60	-10.45	16.13
11.	Mrs. Tanya Dubash	0.24	-27.27	6.45
12.	Dr. Urjit Patel**	NA	NA	NA
Key Managerial Personnel:				
13.	Mr. Varun Berry, Managing Director	10.52#	7.46%	282.80
14.	Mr. N. Venkataraman, Chief Financial Officer	2.69	5.49%	72.31
15.	Mr. T.V. Thulsidass, Company Secretary	0.61	5.17%	16.40

Note: Employee benefits which are based on actuarial valuation done on an overall Company basis are excluded from the above mentioned Remuneration of KMP.

* Mr. A.K Hirjee, Non-Executive Director of the Company ceased to be a Director w.e.f 27 September 2020 and ₹ 0.07 Crores represents the amount of sitting fees paid for the meetings attended upto 27 September 2020.

**Dr. Urjit Patel was appointed as an Additional and Independent Director of the Company for a period of 5 years w.e.f. 31 March, 2021 subject to the approval of the shareholders at the ensuing AGM of the Company.

The amount does not include the value of options under ESOS.

(ii) The median remuneration of employees of the Company during financial year 2020-21 was ₹ 3.72 lakhs. In financial year 2020-21 the median remuneration of employees was 9.73% higher compared to previous year.

(iii) There were 4,499 permanent employees on the rolls of Company as on 31 March 2021.

(iv) Average percentage increase made in the salaries of Employees and the Managerial Personnel in financial year 2020-21 on comparable basis was 7.48% over previous year.

(v) The key parameters for any variable component of Remuneration availed by the Directors are considered by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee as per the Remuneration Policy of the Company.

(vi) It is hereby affirmed that the Remuneration paid is as per the Remuneration Policy of the Company.

On behalf of the Board

Nusli N Wadia
Chairman
(DIN:00015731)

Place : Bengaluru
Date : 30 July 2021

ANNEXURE - 'D' TO THE BOARD'S REPORT

Disclosure under Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 (' SEBI Regulations') read with SEBI Circular No CIR/CFD/POLICY CELL/2/2015 dated 16 June, 2015 and Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital & Debentures), Rules, 2014

Sl. No.	Particulars	Britannia Industries Limited Employee Stock Option Scheme
1.	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:	
a.	Date of shareholders' approval for the options granted under the scheme	28 July 2008 and subsequently amended by special resolution passed on 9 August 2010, 6 August 2011, 6 August 2018 and 15 October 2018.
b.	Total number of options approved under the scheme	35,50,000
c.	Vesting requirements	Vesting Period ranges between 1-3 years from the date of grant of options.
d.	Exercise price or pricing formula	The exercise price is determined in accordance with the pricing formula approved by the members i.e., at the latest available closing market price on the stock exchange having highest trading volume, prior to the date of the meeting of the Board of Directors or Nomination and Remuneration Committee in which options are granted.
e.	Maximum term of options granted	Options granted to be exercised not later than 3 years from the date of vesting.
f.	Source of shares	Direct Allotment
g.	Variation of terms of options	There was no variation in terms of options.
2.	Method used to account for ESOS-Intrinsic or fair value	Fair Value Method
a.	The difference between the employee compensation cost so computed using Intrinsic Value method and the employee compensation cost that shall have been recognized if it had used the fair value of the options.	Not Applicable
b.	The impact of this difference on profits and on EPS of the Company.	Not Applicable
3.	Option movement during the year:	
a.	Number of options outstanding at the beginning of the period	7,33,334
b.	Number of options granted during the year	2,50,000
c.	Number of options forfeited/ lapsed during the year	Nil
d.	Number of options vested during the year	3,00,000
e.	Number of options exercised during the year	4,00,000
f.	Number of shares arising as a result of exercise of options	4,00,000
g.	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	₹ 1,03,15,02,580.40
h.	Loan repaid by the Trust during the year from exercise price received	Not Applicable
i.	Number of options outstanding at the end of the year	5,83,334
j.	Number of options exercisable at the end of the year	Nil
4.	**Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.**	Weighted average exercise price for the options granted during the year is ₹ 3,434.85. Weighted average Fair Value of Option granted during the year is ₹ 694.98 per option.

Sl. No.	Particulars	Britannia Industries Limited Employee Stock Option Scheme
5.	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:	
a.	Senior managerial personnel;	2,50,000 options granted to Mr. Varun Berry, Managing Director on 2 June, 2020 at an exercise price of ₹ 3,434.85.
b.	Any other employee who receives a grant in anyone year of option amounting to 5% or more of option granted during that year; and	Not Applicable
c.	Identified employees who were granted option, during anyone year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	Not Applicable
6.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	Black-Scholes Model
a.	the weighted-average values of option	Weighted average Fair Value of Option granted during the year is ₹ 694.98 per option.
b.	the weighted-average values of exercise price	Weighted average exercise price for the options granted during the year is ₹ 3,434.85.
c.	the weighted-average values of expected volatility	23.37 %
d.	the weighted-average values of expected option life	3 years
e.	the weighted-average values of expected dividends	3500 % of face value of ₹ 1 each.
f.	The weighted-average values of the risk-free interest rate	4.62 %
g.	The method used and the assumptions made to incorporate the effects of expected early exercise	As per the scheme, early exercise of option is not allowed.
h.	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Expected volatility is a measure of the amount by which a price is expected to fluctuate during a period. The measure of volatility used in option pricing models is the annualised standard deviation of the continuously compounded rates of return on the share over a period of time (10 years historical price of the share has been considered).
i.	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	Black Scholes model considered
7.	Disclosures in respect of grants made in three years prior to IPO under each ESOS until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.	Not Applicable
8.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Ind AS 33 - "Earnings Per Share".	₹ 73.09

On behalf of the Board

Nusli N Wadia
Chairman
(DIN:00015731)

Place : Bengaluru
Date : 30 July 2021

AUDITOR'S CERTIFICATE

Independent Auditor's Certificate pursuant to the requirements of regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 (as amended)

To,
The Board of Directors
Britannia Industries Limited
Prestige Shantiniketan, The Business Precinct,
Tower C, 16th & 17th Floor,
Whitefield Main Road, Mahadevpura Post
Bangalore – 560048

1. This certificate is issued in accordance with the terms of our engagement letter dated 28 April 2021 with Britannia Industries Limited ('the Company').

2. The Company has passed a special resolution in its Annual General Meeting (AGM) held on 28 July 2008 ('shareholders' resolution') to approve the Britannia Industries Limited Employee Stock Option Scheme ('Scheme') which was duly amended by the special resolutions passed by the shareholders held on 9 August 2010 and 6 August 2011 under Sections 79A and 81 of Companies Act, 1956 and held on 6 August 2018 and 15 October 2018 under Section 62(1) of the Companies Act, 2013 ('Act'). In accordance with the requirements of Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended) ('Regulations'), the management of the Company is required to place this certificate for the aforementioned Scheme at the forthcoming AGM.

Management's Responsibility

3. The management of the Company is responsible for preparation and maintenance of all accounting, secretarial and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant for such purpose.

4. The management is also responsible for the implementation of the Scheme in accordance with the provisions of the Regulations and the shareholders' resolution, ensuring that the Company complies with the requirements of the Equity Listing Agreement, and furnishing the requisite information to the Securities and Exchange Board of India.

Auditor's Responsibility

5. Pursuant to the requirement of regulation 13 of the Regulations, it is our responsibility to provide reasonable assurance in the form of an opinion that the Scheme has been implemented in compliance with the Regulations, to the extent applicable, and the shareholders' resolution during the year ended 31 March 2021.

6. We conducted our examination for the purpose of this certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the ICAI.

8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the reporting criteria. We have performed the following procedures:
   i. Obtained details of eligible directors/employees, status of options granted, vested, exercised, forfeited, expired.
   ii. Obtained a copy of the Scheme duly approved by the Shareholders of the Company.
   iii. Obtained a copy of the shareholders' special resolution of the AGM held on 28 July 2008, 9 August 2010, 6 August 2011 and 6 August 2018; and special resolution by postal ballot on 15 October 2018.
   iv. Reviewed the minutes of the AGM held on 28 July 2008 wherein the approval was accorded to Compensation Committee to issue the shares under the Scheme to the employees including Whole time/Executive Directors of the Company.

v. Obtained the copy of the in-principle approvals from the BSE Limited dated 29 October 2009, 2 December 2011 and 19 July 2019 and National Stock Exchange of India Limited dated 4 November 2009, 8 November 2011 and 20 August 2019.

vi. Obtained the statement specified by SEBI dated 12 June 2020, 07 July 2020, 28 July 2020, 03 November 2020 filed by the Company with the stock exchanges, notifying exercise of options under the Scheme during the year ended 31 March 2021.

vii. Compared the provisions of the Scheme with the Regulations, to the extent applicable, and with the shareholders' resolution.

viii. Obtained and reviewed the fair value of option computed by the management.

ix. Reviewed the minutes of meetings of all committees including the Nomination and remuneration committee, Board of Directors and General Meetings held in the company during the year ended 31 March 2021.

x. Reviewed the Register of Employee Stock Options maintained by the Company during the year ended 31 March 2021 for verification of issue of options and allotment of shares.

xi. Traced the aforesaid information to the audited financial statements and other relevant records and documents of the Company for the year ended 31 March 2021.

xii. Obtained requisite written representations from the Company's authorised personnel.

9. The audited financial statements referred to in paragraph 8 above, have been audited by us, on which we expressed an unmodified audit opinion vide our report dated 27 April 2021. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the ICAI. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

10. Based on our examination, as above, and the information and explanations given to us, along with representations provided by the Management, in our opinion, the Scheme has been implemented in accordance with the provisions of the Regulations, to the extent applicable, and the shareholders' resolution during the year ended 31 March 2021.

Restriction on distribution or use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirement of regulation 13 of the Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

12. The certificate is addressed to and provided to the Board of Directors of the Company solely to enable them to place it before the shareholders at the forthcoming AGM of the Company to comply with the requirements of regulation 13 of the Regulations, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership No.: 210122
UDIN: 21210122AAAADX3159

Place : Bengaluru
Date : 30 July 2021

FORM AOC-I

(Statement Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2015)
Statement containing salient features of the financial statement of Subsidiaries / Associate companies / Joint Ventures

PART - A Subsidiaries

₹ in '000

Sr. No.	Name of the Subsidiary Company	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding	Country
1	Boribunder Finance and Investments Private Limited	INR	1.00	1.00	26,710	(14,504)	12,463	257	-	104	1	407	(406)	-	100.00	India
2	Britannia Dairy Private Limited	INR	1.00	1.00	57,800	2,143,200	2,993,400	792,400	2,252,900	3,520,200	930,900	271,800	659,100	-	100.00	India
3	Britannia Employees' Educational Welfare Association Private Limited	INR	1.00	1.00	1752^	6,383	10,111	1,976	-	431	285	346	(61)	-		India
4	Britannia Employees' General Welfare Association Private Limited	INR	1.00	1.00	1750^	6,391	10,099	1,958	-	431	319	351	(32)	-		India
5	Britannia Employees' Medical Welfare Association Private Limited	INR	1.00	1.00	1800^	6,076	9,811	1,935	40	417	308	348	(40)	-		India
6	Flora Investments Company Private Limited	INR	1.00	1.00	2,843	22,267	25,734	624	-	1,216	1,126	290	836	-	100.00	India
7	Ganges Vally Foods Private Limited	INR	1.00	1.00	259,066	(177,176)	84,179	2,289	-	12,616	1,308	-	1,308	-	98.87	India
8	Gilt Edge Finance and Investments Private Limited	INR	1.00	1.00	2,498	23,310	26,253	445	-	1,221	1,131	317	814	-	100.00	India
9	International Bakery Products Limited	INR	1.00	1.00	14,500	181,850	715,454	519,104	1,260	3,584,821	42,855	12,883	29,972	-	100.00	India
10	J B Mangharam Foods Private Limited	INR	1.00	1.00	4,502	74,827	531,779	452,449	26	2,757,355	4,743	2,643	2,100	-	100.00	India
11	Manna Foods Private Limited	INR	1.00	1.00	48,750	188,115	702,420	465,555	1,591	3,309,659	94,003	20,682	73,321	-	100.00	India
12	Sunrise Biscuit Company Private Limited	INR	1.00	1.00	141,995	112,118	362,367	108,254	-	149,875	4,303	1,078	3,225	-	99.16	India
13	Britchip Foods Limited	INR	1.00	1.00	1,500,000	(653,400)	1,064,500	217,900	-	186,400	(226,500)	-	(226,500)	-	60.00	India
14	Britannia Nepal Private Limited	NPR	0.63	0.62	550,185	35,173	661,146	75,789	-	583,097	52,143	9,517	42,626	-	100.00	Nepal
15	Britannia Bangladesh Private Limited	TK	0.86	0.87	3,526	(35)	3,540	49	-	300	365	-	365	-	100.00	Bangladesh
16	Al Sallan Food Industires Company SAOC	OMR	189.92	192.70	379,834	(667,668)	754,429	1,042,264	-	2,038,727	91,633	-	91,633	-	65.46	Oman
17	Strategic Food International Co. LLC.	AED	19.91	20.21	388,226	543,762	1,934,882	1,002,895	-	4,138,710	316,018	-	316,018	-	100.00	Dubai
18	Britannia and Associates (Dubai) Private Company Limited	USD	73.14	74.22	1,815,696	(187,641)	2,239,055	611,000	-	26,506	9,543	-	9,543	-	100.00	Dubai - JAFZA
19	Britannia and Associates (Mauritius) Private Limited	USD	73.14	74.22	1,782,501	52,096	2,424,416	589,819	-	11,702	(409)	-	(409)	-	100.00	Mauritius
20	Britannia Dairy Holdings Private Limited	USD	73.14	74.22	542,165	(545,071)	167	3,074	-	-	(401)	-	(401)	-	100.00	Mauritius
21	Strategic Brands Holding Company Limited	USD	73.14	74.22	20	30	233	183	-	447	-	-	-	-	100.00	Dubai - JAFZA
22	Britannia Egypt LLC.	EGP	4.64	4.63	18,075	(867)	18,287	1,079	-	2,872	(865)	-	(865)	-	100.00	Egypt
23	Vasna Agrex and Herbs Private Limited	INR	1.00	1.00	100	(105,681)	103	105,684	-	-	(70)	-	(70)	-	100.00	India
24	Snacko Bisc Private Limited	INR	1.00	1.00	255,208	(420,645)	122	165,559	-	-	(100)	-	(100)	-	100.00	India

* Converted using closing exchange rate.
\# Converted using average exchange rate.
^ Represents contribution.
During FY 2020-21, Daily Bread Gourmet Foods (India) Private Limited, a subsidiary of the Company got liquidated pursuant to the order of National Company Law Tribunal, Bengaluru Bench dated 9th December 2020.

PART - B ASSOCIATES

₹ in '000

Sr. No.	Name of the Associate Company	Nalanda Biscuits Company Limited	Sunandaram Foods Private Limited
1	Latest Unaudited Balance Sheet Date	31.03.2021	31.03.2021
2	Share of Associate held by the Company on the year end		
	Number of Shares	87,500	459,800
	Amount of Investment in Associate/joint Venture	2,808	145,000
	Extend of Holding %	35.00	26.00
3	Description of how there is significant influence	Voting power	Voting power
4	Reason why the associate/joint venture is not consolidated	N.A.	N.A.
5	Net worth attributable to Shareholding as per latest unaudited Balance Sheet	35,122	41,016
6	Profit / Loss for the year	4,205	25,396
	(i) Cosidered in consolidation	1,472	6,603
	(ii) Not Cosidered in consolidation	2,733	18,793

* Converted using closing exchange rate.
\# Converted using average exchange rate.
^ Represents contribution.

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N. Venkataraman
Chief Financial Officer

T.V. Thulsidass
Company Secretary
(Membership number: A20927)

Place : Bengaluru
Date : 27 April 2021

ANNEXURE - 'E' TO THE BOARD'S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Britannia Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Britannia Industries Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and the Securities and Exchange Board of India warranted due to the spread of the Covid-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2021, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2021 according to the applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time (Not applicable to the company during the audit period);

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

(vi) Other laws applicable specifically to the Company namely:-

  1. Food Safety and Standard Act, 2006 and regulations made thereunder.

  2. Legal Metrology Act 2009 and Legal Metrology (General) Rules, 2011.

  3. Legal Metrology Act 2009 read with Legal Metrology (Packaged Commodities) Rules 2011.

We have also examined compliance with the applicable clauses of the following which have been generally complied:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that during the FY 2019-20, SEBI has issued a show cause notice dated 8th November, 2019 in the matter related to M/s Sharepro Services Pvt Ltd, the former Registrar and Share Transfer Agent of the Company. Following the receipt of a Show Cause Notice the Company filed a Settlement Application and SEBI passed the settlement order on 17th September, 2020. As a part of Settlement terms, the Company has paid an amount of ₹ 46,21,875/- as settlement charges.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that during the audit period, the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1. The Board of Directors of the Company at their meeting held on 5 October, 2020 approved the Scheme of Arrangement which inter alia provides for:
   a. Issue of 1 (one) unsecured, non-convertible, redeemable fully paid-up debenture of the face value of ₹ 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 ₹ 1 (Rupee one) each, by utilising the General Reserve (as defined in the Scheme) of the Company; and
   b. Payment of dividend of ₹ 12.50 (Rupees Twelve and Fifty Paise) per every 1 (one) fully paid-up equity share of face value of ₹ 1 (Rupee One) each by utilizing its accumulated profits.

   The Scheme of Arrangement has been approved by the Shareholders and Commercial Paper Holders in their respective meetings held on Monday, 15th February, 2021, pursuant to the order of Hon'ble National Company Law Tribunal (the "Tribunal"). The said Scheme is subject to the approval of the Tribunal
2. Commercial papers amounting to ₹ 1470 crores were issued during the year and commercial papers amounting to ₹ 970 crores were redeemed on the maturity date.

For Parikh & Associates
Company Secretaries
Firm Registration No. P1988MH009800

Shalini Bhat
Partner
Place : Mumbai FCS No.: 6484 CP No.: 6994
Date : April 27, 2021 UDIN: F006484C000185971

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

Annexure - 'A'

To,
The Members
Britannia Industries Limited

Our report 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 secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries
Firm Registration No. P1988MH009800

Shalini Bhat
Partner
Place : Mumbai FCS No.: 6484 CP No.: 6994
Date : April 27, 2021 UDIN: F006484C000185971

MANAGEMENT DISCUSSION AND ANALYSIS

(A) INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company is among the most recognizable and trusted names in the Indian Food Industry with a range of popular brands covering Biscuit, Bread, Cake, Rusk, Dairy and Adjacencies.

The industry that the Company operates in is competitive and becoming increasingly populous with the entry of newer players. The impact of the Covid-19 pandemic on the economy affected most industries during the previous year but was not felt as acutely by the food industry.

This was largely due to increased in-home consumption of packaged food products following the pandemic. Large purchases of biscuits and other packaged food products by consumers apprehensive of shortages during the lockdown, boosted sales of all Companies in the food industry during the first half of the year. However, growth returned to more stable levels in the latter part of the year. This is reflected in the relative performance of the entire segment.

Your Company was able to successfully navigate the challenges of growing the business during the pandemic while improving profitability significantly during the year.

The assessments, strategies and prospects presented by your Company in this report are to be read in the context of the changing business environment.

BAKERY BUSINESS

Biscuit

Biscuit is the largest category in the food business in India. It is present in the consumption basket of virtually every Indian Family as an essential product. It is one of the most deeply penetrated categories in the country, reaching over 90% of the households. However, the per capita consumption of biscuits in India is relatively low at 2 kgs versus 10 kgs in certain developed countries. The low per capita consumption and high levels of penetration continue to provide excellent opportunities to increase consumption through proactive interventions and strategies.

Cake

Cake is a category which is witnessing the launch of newer product formats and variants at competitive prices over the last few years. The category growth has slowed down due to sluggish economic conditions and there has been significant increase in the competitive activity in this segment.

Rusk

Although a traditional category with a fair number of unorganized players, Rusk has now become more competitive. The category has multiple value-added product offerings in other countries but has not witnessed any significant technology changes or product innovation in India. The introduction of value added offerings would open up enormous opportunities in this category.

Bread

Bread is considered as a staple food in many parts of our country. This category is witnessing discernible consumer preference for healthy & value added products which provides significant opportunities for established players and new entrants.

DAIRY BUSINESS

India continues to be the largest producer and consumer of dairy products in the world accounting for ~22% of the global production. The organized sector contributes to just 20% of the category while 80% is still unorganized. Of the total milk distributed jointly by the organized and unorganized segment, about 50% is consumed in milk form and the balance is converted into various milk products like milk powder, ghee, butter, cheese, yogurt etc.

As the dairy industry in the country matures, there is a discernible shift in consumption from plain milk to value added dairy products. The trends that help forecast a robust future for the category are the demographic advantage of a young dairy consuming population, rapid urbanization, rising income levels, rise in the number of nuclear families, growth of dual income households and increasing health awareness.

ADJACENT BUSINESS

Cream Wafers

Wafers is a ~₹ 700 Crore category which is showing good growth and your Company is the first brand with a national presence to enter this category. Since the segment is highly fragmented and unorganized, it has significant potential for growth. There are opportunities to leverage and rapidly grow in this segment.

Center Filled Croissants

Croissant continues to be a nascent category in India. However, it is a significant category in many developing countries across the world. As consumers in India are getting exposed to an increasing consumption of global food, this category has enormous potential for acceptance in the domestic market. This presents an opportunity for your Company to pioneer and actively drive the growth in this category.

Salted Snacks

Snacking is an important category of your Company's adjacent business. Consumption of snacks is a fundamental element of the Indian food culture and traditionally involves a wide variety of sensorial experiences in terms of flavour, taste, shape, texture, ingredients, appearance & accompaniments. Although the category is very large, competition is equally intense with more than 2000 players, both unorganized and organized, competing for a bigger market share in the category. It is expected that consumer migration from unorganized or local to branded products will continue to drive growth for national players like Britannia.

International Business

Your Company's International Business is primarily focused on the Middle East, America, Africa, Asia Pacific and SAARC regions. The business operates in a highly competitive environment in these geographies with the presence of a large number of leading brands from local and international players. The business is also constantly exposed to external factors like oil prices and exchange rate fluctuations, geo-political conflicts, increasing tariff and non-tariff barriers, etc which profoundly impact the operations.

(B) BUSINESS STRATEGY

BAKERY BUSINESS

Biscuit

Create a Strategy to Win in "Many Indias": As part of this strategy, your Company has just launched Britannia Milk Bikis with 100% Atta in the Hindi speaking states of the Country. This new offering has the shakti of "Doodh Roti", which most consumers have grown up with in these states. Your Company is evaluating similar plans for every part of India given the variations in consumer needs, tastes and food choices between states. Your Company's large brands such as Good Day and Mariegold are also looking at localized strategies.

Renovate to Strengthen the Core: In a category where little differentiation exists, your Company continues to stay ahead with its strategy of "continuous differentiation" centered on ensuring visual and taste superiority. Towards that end, your Company is constantly refreshing and re-launching its brands, with focus on visual uniqueness, product superiority and newness for achieving a superior brand identity.

Lead the market with an edge in Distribution: Your Company is actively working to increase the distribution footprint across all channels through use of technology. The scale and width of distribution has been one of the critical differentiators which enabled your Company's growth in recent years and especially during the Covid-19 pandemic. The strategy is to increase both depth and quality of distribution by harnessing existing and modern channels to ensure strong growth in future. In addition, strategies are being developed to tap into the organised retail channels which is growing exponentially in the wake of the pandemic.

Engineer upgrades and tap into consumers moving up the economic ladder: The Biscuit category has a reasonable skew towards the value segment even in normal times and this has increased significantly during the pandemic on account of diminishing purchasing power and value maximization by consumers. In view of this, your Company adapted its plans to address the requirements during the pandemic while continuing to nourish its long term strategy of driving upgrades through right products, packs and insightful communication for gaining market share.

Lead with new-to-market concepts and innovations: Your Company strives to lead the segments it operates in with new-to-market innovations as per changing consumer needs and preferences.

The pillars of your Company's innovation strategy include deriving inspiration from adjacent categories (like choco bakery, cheese bakery, cracker and snacking etc.), reimagining health, exploring newer flavours and leveraging current and new technologies.

Cake

Your Company's immediate strategic priorities are to strengthen and scale up innovation, renovate and make the base cake segment more premium through interventions aimed at providing superior taste experience and in new-to-market formats with affordable prices.

Rusk

Your Company's strategy to grow in rusk is to invest in technology, renovate existing portfolio and expand the category with new varieties offering superior taste and quality to consumers at affordable price points. These measures are intended to attain segment leadership by understanding consumer preferences and meeting their expectations.

Bread

Being a breakfast staple in India, Bread is central to the Company's aspirations of becoming a Total Foods Company. Towards this end, your Company continued to grow and strengthen its leadership in the Health Segment with superior and differentiated products like atta pizza, multigrain and cheese garlic bread, etc. With the entry of significant competitors and signs of consolidation in this space, your Company has renewed its focus on further diversification of portfolio, strengthening manufacturing capability, expansion into new markets and e-commerce as well as Brand building through launch of refreshed packaging and relevant products.

DAIRY BUSINESS

Your Company's strategy in the dairy business is to strengthen its consumer franchise in Cheese and Milk Drinks through front end investments while innovating aggressively in emerging value added categories like Drinks & Yogurts. Your Company plans to make significant investments in scaling-up its back end capability through the creation of a milk collection and manufacturing infrastructure. The Company's milk procurement in Maharashtra has been scaled-up to 36,500 Liters/day from 1450 farmers in and around Ranjangaon.

ADJACENT BUSINESS

Cream Wafers

Cream Wafers, is a growing category with encouraging prospects for your Company. The positive consumer response to Britannia Treat Crème Wafers has enabled your Company to become a significant player in this category in a very short time. By focusing on distribution leadership, innovation in products and enhancement of manufacturing capabilities, your Company intends to grow substantially in this category.

Center Filled Croissants

Your Company launched Centre-filled Croissants under the brand 'Treat' in select geographies & trade channels. Despite the effects of Covid-19, the response to the product from Consumers has been encouraging. Your Company's strategy is to build awareness of this category among consumers through brand building before its national launch. A state-of-the-art manufacturing facility for Croissants in Ranjangaon, Maharashtra, supports in effective implementation of the Company's strategy to lead this category.

Salted Snacks

Your Company intends to leverage the "Time Pass" brand and achieve a strong position in this category by innovating differentiated products at competitive prices.

INTERNATIONAL BUSINESS

Your Company's strategy to achieve growth and market share in International Business is to:

a) Increase business presence among the Indian diaspora across markets;

b) Develop new products to recruit local ethnic clusters; and

c) Establish local operations in fast growing emerging markets through a careful evaluation of available opportunities, like contract manufacturing, acquisitions, joint ventures, etc. for accelerating the pace of growth.

The Export markets in Americas, Asia and Africa that were developed in previous years shows promising growth potential and the Company is focused on mainstream channel expansion and opening more white space markets, in these geographies.

(C) SEGMENT INFORMATION

The primary business segment of your Company is Foods.

(D) OUTLOOK

The Indian economy experienced significant contraction during the year due to the impact of the Covid-19 induced lockdowns across the globe. Although the economy showed signs of recovery in the latter half of the year, the second wave of the pandemic is casting a shadow on the future outlook.

Significant shifts in consumer preferences and behaviors, growth of online business channels and higher demand for staples and value products are some of the changes brought about by the pandemic. These trends are likely to strengthen and present new opportunities for food business in future.

With a strong management team, wide distribution network, intrinsic brand strengths, innovation and technology capabilities, cost efficiency programs, your Company is well placed to sustain growth and is confident of addressing the evolving situation.

(E) OPPORTUNITIES AND THREATS

Food products, being essential commodities, are expected to be in demand and provide good opportunities for growth. However, your Company continue to evaluate the long-term impact of Covid-19 on consumer preferences in various categories and formulate appropriate strategies to address the emerging opportunities and threats.

BAKERY BUSINESS

Biscuit

The biscuit segment in India continues to provide significant opportunities for growth as the per capita consumption is much lower than that of developed countries. High levels of household penetration (above 90%) augurs well for increase in consumption. There is potential to spur consumption growth through innovative, healthy and premium products.

The immediate threat in this segment is from the economic impact of Covid-19 and increased competition.

Cake

The primary threat in this segment comes from the emergence of disruptive formats at entry level price points. There are opportunities for growth through launch of innovative products at different price points and expansion in rural markets.

Rusk

The fragmented and unorganized nature of the segment offers tremendous opportunities for growth. There is scope to expand the consumer base by offering superior quality products at the right price points. Necessary investment in technology and recipes is being made to enable your Company to increase market share in this segment.

Bread

The Category is evolving rapidly due to entry of new players and market consolidation. Your Company's efforts at expanding its footprint to profitable markets continue as per plan despite the pandemic. There are significant opportunities for growth through Portfolio Diversification into Healthy and Value Added products.

However, increasing competition and resurgence of Covid-19 pandemic could pose challenges to the Company's business.

DAIRY BUSINESS

Your Company foresees opportunities to scale up its Dairy business by leveraging the following:

- Product Innovation accelerating the growth of Value Added Dairy Products.
- Expansion of distribution for the Dairy portfolio.
- Rapid growth of e-commerce & Digital subscription platforms.
- Culinary experimentation at home with categories like Cheese due to the lock down.

Your Company sees quality milk procurement and infrastructure improvement, including cold chain, as the primary growth challenges. To address these challenges, your Company has been continuously investing in farmer connect programs, scaling up milk procurement capabilities, ensuring consistency in quality of raw material and strengthening cold chain distribution.

ADJACENT BUSINESS

Cream Wafers

This category offers immense potential for growth due to its fragmented nature, low category penetration and few large competitors. However, the launch of differentiated products at competitive price points by newer entrants would continue to pose challenges to growth.

Center Filled Croissants

The opportunity in this segment continues to be one of pioneering an entirely new category within the Country by scaling up the business and launching the products nationally.

The challenge of persuading consumers to explore a new category and make Croissant an everyday choice continues to pose hurdles for your Company's growth in this segment.

Salted Snacks

The intense competition in this category among leading national and regional competitors who are investing significantly in advertisement, celebrity endorsements and large discounts to gain market share continue to be a significant challenge to growth. However, these are contributing to increase in the size of the category. The Company perceives significant opportunities for growth through innovation and leveraging its established brands.

INTERNATIONAL BUSINESS

Even before the outbreak of Covid-19, the outlook for international business was challenging with consumption slowdown in Middle East due to lower oil prices, shrinking diaspora, mass layoffs, economic and political instability and steep currency depreciation in emerging markets. Further, the Company expects a sharp increase in commodity prices in financial year 2021-22 due to global inflation.

However, your Company expects to grow faster by gaining share from competition and being more efficient in managing end-to-end supply chain costs. Volatility in commodity prices is being addressed through efficient procurement plans & robust review mechanisms.

The Company is in the process of exploring opportunities of local manufacturing in several emerging markets like Egypt and Uganda. Further, the Company is evaluating inorganic growth opportunities in large biscuit markets where it would have advantages over local players.

(F) RISKS AND CONCERNS

Your Company's growth is linked to the overall growth in the economy and any adverse impact on economic growth due to pandemic induced slowdown could also pose significant risks to the Company's performance. In addition, changes in consumer spending due to lower purchasing power and diversification to lower value products could negatively impact your Company. Further, the continuing changes in consumer behavior and work environment due to Covid-19 pandemic also pose challenges for the business.

(G) FINANCIAL AND OPERATIONAL PERFORMANCE

The key standalone financials are:

₹ In Crores

Particulars	2020-21	2019-20
Revenue from Operations	12,378.83	10,986.68
Profit before tax	2,379.44	1,908.26
Net profit	1,760.03	1,484.30

(H) SIGNIFICANT FINANCIAL RATIOS

As per provisions of SEBI Listing Regulations, 2015, the significant financial ratios are given below:

Particulars		2020-21	2019-20
Net Profit margin	%	13.9	13.1
Operating Profit margin	%	17.6	14.7
Debtors turnover	times	54.5	36.0
Stock turnover	times	49.9	43.1
Debt equity ratio	%	54.2	28.2
Current ratio	times	1.2	1.4
Interest service coverage ratio	times	25.3	30.0
Return on Net worth	%	53.0	34.7

(I) INTERNAL CONTROL SYSTEMS AND ADEQUACY

Your Company's Internal Control Systems are commensurate with the nature, size and complexity of its business.

The Directors have laid down internal financial controls to be followed by the Company and such policies and procedures have been adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

An external independent firm carries out the internal audit of the Company and reports its findings to the Audit Committee on a regular basis. Internal Audit provides assurance on functioning and quality of internal controls along with adequacy and effectiveness through periodic reporting. Internal Risk & Control function also evaluates organisational risk along with controls required for mitigating those risks.

Your Company has a Code of Business Conduct for all employees and a clearly articulated and internalized delegation of financial authority. These authority levels are periodically reviewed by management and modifications, if any, are submitted to the Audit Committee and Board for approval. Your Company also takes prompt action on any violations of the Code of Business Conduct by its employees.

During the year under review, the Internal Financial Control (IFC) Audit was carried out by the Statutory Auditors, the Report of which is forming part of the Annual Report.

(J) HUMAN RESOURCES AND INDUSTRIAL RELATIONS

There was a renewed focus on the Britannia Cares and Britannia Family philosophy during the year. Your Company adapted to the new normal with agility and thoughtfulness while ensuring wellness support for all Britannians and family members.

Employee engagement was scaled up during the pandemic through an AI enabled chat bot called Amber which facilitated better understanding of employee sentiments and concerns. This resulted in identification of focus areas for the Company and individuals, which was followed by reinforcement of the wellness agenda under the umbrella of Britannia Cares.

Holistic health and wellness initiatives focused on physical, emotional, mental, social and financial wellbeing of employees were implemented. 'Fitness Fridays' events for employees and their families through virtual sessions led by experts and a medical concierge help desk with sponsored doctor, nutritionist and other medical services were introduced to support employees and their families. Initiatives to support emotional and mental health of employees were expanded by enabling employees across India to access mental health counsellor through virtual appointments and through sessions with experts to help employees imbibe a sense of emotional resilience.

In keeping with the spirit of the "Britannia Family", your Company also organized "Little B", outreach programs to engage children of Britannia employees in meaningful learning workshops and provide comfort to parents.

Your Company transitioned all learning and development programmes online and introduced an interactive Learning Management System. To foster an engaging and people focused culture, 10 managers of the Company were nominated to the 'Great People Manager journey', organized by the Great Manager Institute and certified as "Great People Managers".

Your Company came together in support of the nation through employee contributions towards the PM Cares Fund for Covid relief and participated in "Connected against Hunger", a global, digital fitness challenge among Companies for eradication of mal-nutrition.

Britannia was featured among the top 15 Best Employers in the country for the second consecutive year in Kincentric Best Employers Study, 2020.

As on 31 March 2021, your Company had 4,499 permanent employees.

(K) CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, competitive actions, disruptions caused by pandemic and natural calamities, changes in Government regulations, tax regimes, economic developments in India and in countries in which the Company conducts business and other incidental factors.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company considers good Corporate Governance a pre-requisite for meeting the needs and aspirations of its stakeholders and firmly believes that the same could be achieved by maintaining transparency in its dealings, creating robust policies and practices, effective processes and systems with clear accountability, integrity, transparency governance practices and the highest standards of governance.

2. BOARD OF DIRECTORS

The Board has an optimum mix of Executive, Non-Executive and Independent Directors and is headed by a Non-Executive Chairman, Mr. Nusli N Wadia. The Board of the Company is diverse in terms of qualification, competence, skills and expertise which enables it to ensure long term value creation for all the stakeholders.

Composition of the Board as on 31 March 2021:

Category	No. of Directors	% to total number of Directors
Executive Director	1	8%
Non-Executive - Non Independent Directors	3	25%
Independent Directors (including woman director)	8	67%

Board Meetings:

During the year under review, Eight (8) Board Meetings were held through Video Conference. These were on 23 April 2020, 2 June 2020, 17 July 2020, 17 August 2020, 5 October 2020, 19 October 2020, 5 February 2021 and 31 March 2021. The maximum gap between any two Board Meetings held during the year was not more than 120 days.

Details of Directors, their Attendance and other Directorships/Committee Memberships as on 31 March 2021:

Name of the Director	Director Identification Number	Attendance		No. of other Companies Directorships#	No. of Chairmanship/ Membership of Committee of Other Companies ##	No. of equity shares held
		Board Meetings	AGM held on 7 July 2020			
Promoter and Non-Executive Directors						
Mr. Nusli N Wadia, Chairman	00015731	8	Yes	3	Nil	4,500
Mr. Jeh N Wadia	00088831	7	Yes	2	Member-1	Nil
Mr. Ness N Wadia	00036049	7	Yes	4	Member-4	16,202
Executive Director						
Mr. Varun Berry, Managing Director	05208062	8	Yes	3	Nil	Nil
Independent Directors						
Mr. Avijit Deb	00047233	8	Yes	Nil	Nil	Nil
Mr. Keki Dadiseth	00052165	8	Yes	2	Chairman-1 Member-1	464
Dr. Ajai Puri	02631587	8	Yes	Nil	Nil	Nil

Name of the Director	Director Identification Number	Attendance		No. of other Companies Directorships#	No. of Chairmanship/ Membership of Committee of Other Companies ##	No. of equity shares held
		Board Meetings	AGM held on 7 July 2020			
Dr. Ajay Shah	01141239	8	Yes	Nil	Nil	Nil
Dr. Y.S.P Thorat	00135258	8	Yes	2	Chairman- 1 Member- 2	113
Mr. Keki Elavia	00003940	8	Yes	8	Chairman- 3 Member- 6	Nil
Mrs. Tanya Dubash	00026028	8	Yes	7	Member- 1	Nil
Dr. Urjit Patel (w.e.f 31 March 2021)	00175210	NA	NA	1	Nil	Nil

Excludes Directorship in Foreign Companies, Private Companies and Companies under Section 8 of the Companies Act, 2013.

For the purpose of the Chairmanship and Membership of Committees, only the Audit Committee and Stakeholders Relationship Committee of Public Limited Companies are considered.

Mr. Nusli N Wadia, Mr. Jeh N Wadia and Mr. Ness N Wadia are relatives in terms of Section 2 (77) of the Companies Act, 2013 read with Companies (Specification of definitions details) Rules, 2014.

Notes:

a. During the financial year 2020-21, Mr. A.K Hirjee, Non-Executive Promoter Director of the Company, passed away on 27 September 2020. He was appointed on the Board of the Company in 1993 and the Company benefitted greatly from his contributions during his long tenure.

He attended the board meetings held on 23 April 2020, 2 June 2020, 17 July 2020 and 17 August 2020 and also attended the AGM held on 7 July 2020 through Video Conferencing.

b. During the financial year 2020-21, Dr. Urjit Patel was appointed as an Additional and Independent Director of the Company for a period of 5 years w.e.f. 31 March 2021 subject to the approval of the shareholders at the ensuing AGM of the Company.

c. The 101st AGM of the Company was held through Video Conferencing on 7 July 2020.

Directorships in Listed Entities as on 31 March 2021:

Sl. No.	Name of the Director	Name of the Listed Entity	Category of Directorship
1.	Mr. Nusli N Wadia	Britannia Industries Limited	Non-Executive Promoter Director
		The Bombay Dyeing and Manufacturing Company Limited	
		Bombay Burmah Trading Corporation Limited	
2.	Mr. Jeh N Wadia	Britannia Industries Limited	Non-Executive Promoter Director
		Bombay Burmah Trading Corporation Limited	
		The Bombay Dyeing and Manufacturing Company Limited	Executive Director

Sl. No.	Name of the Director	Name of the Listed Entity	Category of Directorship
3.	Mr. Ness N Wadia	Britannia Industries Limited	Non-Executive Promoter Director
		The Bombay Dyeing and Manufacturing Company Limited	
		Bombay Burmah Trading Corporation Limited	Executive Director
		National Peroxide Limited	Non-Executive Promoter Director
4.	Mr. Varun Berry	Britannia Industries Limited	Executive Director
		Page Industries Limited	Non-Executive Independent Director
5.	Mr. Avijit Deb	Britannia Industries Limited	Non-Executive Independent Director
6.	Mr. Keki Dadiseth	Britannia Industries Limited	Non-Executive Independent Director
		Godrej Properties Limited	
		JM Financial Limited	
7.	Dr. Ajai Puri	Britannia Industries Limited	Non-Executive Independent Director
8.	Dr. Ajay Shah	Britannia Industries Limited	Non-Executive Independent Director
9.	Dr. Y.S.P Thorat	Britannia Industries Limited	Non-Executive Independent Director
		Bombay Burmah Trading Corporation Limited	
10.	Mr. Keki Elavia	Britannia Industries Limited	Non-Executive Independent Director
		The Bombay Dyeing and Manufacturing Company Limited	
		Goa Carbon Limited	
		Dai-Ichi Karkaria Limited	
		Grindwell Norton Limited	
		Sterling & Wilson Solar Limited	
11.	Mrs. Tanya Dubash	Godrej Agrovet Limited	Non-Executive - Non Independent Director
		Britannia Industries Limited	Non-Executive Independent Director
		Godrej Industries Limited	Executive Director
		Godrej Consumer Products Limited	Non-Executive Promoter Director
		Escorts Limited	Non-Executive Independent Director
12.	Dr. Urjit Patel*	The Great Eastern Shipping Company Limited	Non-Executive Independent Director
		Britannia Industries Limited	Non-Executive Independent Director

* Dr. Urjit Patel was appointed as an Additional and Independent Director of the Company for a period of 5 years w.e.f. 31 March 2021 subject to the approval of shareholders at the ensuing AGM of the Company.

Matrix highlighting core skills/expertise/competencies of the Board of Directors:

The Board of Directors have identified the following skills required for the Company and the availability of such skills with the Board:

Skills and its description	Mr. Nusli N Wadia	Mr. Varun Berry	Mr. Keki Dadiseth	Mr. Avijit Deb	Dr Ajai Puri	Mr. Jeh N Wadia	Mr. Ness N Wadia	Dr. Y.S.P Thorat	Dr. Ajay Shah	Mr. Keki Elavia	Mrs. Tanya Dubash	Dr. Urjit Patel
Leadership of large organizations Experience of leading operations of large organizations with deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualize and manage change.	√	√	√			√	√	√			√	√
Visioning and Strategic Planning Expertise in developing and implementing strategies for sustainable and profitable growth in consumer and FMCG industry in the changing business environment. Ability to assess the strengths and weaknesses of the Company and devise strategies to gain competitive advantage.	√	√	√		√	√	√				√	
Consumer Insights and Innovation Insights of consumer behaviour and experience in understanding trends of consumer preferences and Innovation management.	√	√	√		√				√		√	
Financial Management and Accounting Expertise in understanding and management of complex financial functions and processes of large organisations, deep knowledge of accounting, finance and treasury for financial health of the Company.	√	√	√			√	√	√	√	√	√	√
Supply Chain Management Ability and expertise in the management of complex supply chain operations including analysis of Commodity trends and procurement at scale in large organizations. Understanding technological developments in supply chain management and experience in leveraging the use of technology in supply chains.	√	√	√			√	√	√			√	
Knowledge and expertise of Trade and Economic Policies Possessing knowledge and expertise of various trade and economic policies, ability to analyse their impact on the business of the Company and devise revised strategies.	√	√	√	√				√	√		√	√
Governance and Regulatory requirements of large Companies Knowledge and experience in regulatory and governance requirements and ability to identify key risks affecting the governance of the Company.	√	√	√	√						√	√	√

3. BOARD OF DIRECTORS AND COMMITTEES

The Board has constituted the following Committees:

(a) Audit Committee:

The Audit Committee comprises of Mr. Keki Elavia, as Chairman and Mr. Keki Dadiseth, Mr. Avijit Deb, Mr. Ness N Wadia, Dr. Y.S.P Thorat as Members of the Committee.

During the year under review, Mr. A.K Hirjee, ceased to be the Member of the Committee w.e.f 27 September 2020.

The Company Secretary is the Secretary to the Committee.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 and 21 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations, 2015). Apart from the above, the Committee also carries out such functions/responsibilities entrusted on it by the Board of Directors from time to time.

During the year under review, Nine (9) Committee Meetings were held through Video Conference. These were on 15 May 2020, 24 May 2020, 1 June 2020, 10 July 2020, 16 July 2020, 5 October 2020, 19 October 2020, 11 January 2021 and 5 February 2021. The maximum gap between any two Meetings of the Committee held during the year was not more than 120 days.

All the members of the Committee are financially literate and Mr. Keki Elavia, Mr. Keki Dadiseth and Dr. Y.S.P Thorat possess financial management expertise.

The Managing Director, Chief Financial Officer, Statutory Auditors and Internal Auditors are invitees to the meetings of the Committee.

Broad Terms of Reference of the Committee inter-alia include:

- Appointment & performance evaluation of statutory and internal auditors;
- Review of Company's financial statements, internal financial reporting process and the audit process;
- Review of adequacy, reliability and effectiveness of internal financial controls, risk management process and vigil mechanism;
- Approval of related party transactions;
- Monitoring of process for compliance with laws, regulations and the code of conduct;
- Review of compliance with provision of SEBI Insider Trading Regulations, 2015;
- Scrutiny of inter-corporate loans and investments;
- Review of utilization of loans and/or advances from/investment by the holding Company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.

Internal Audit:

M/s. Ernst and Young LLP, Internal Auditors of the Company have carried out the Internal Audit for financial year 2020- 21. The reports and findings of the Internal Auditor are periodically reviewed by the Audit Committee.

(b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of Mr. Keki Dadiseth, as Chairman and Mr. Nusli N Wadia, Dr. Ajai Puri, as Members of the Committee.

During the year under review, Mr. A.K Hirjee, ceased to be the Member of the Committee w.e.f 27 September 2020.

The Company Secretary is the Secretary to the Committee.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations, 2015. Apart from the above, the Committee also carries out such functions/ responsibilities entrusted on it by the Board of Directors from time to time.

During the year under review, Three (3) meetings of Nomination and Remuneration Committee were held through Video Conference. These were on 2 June 2020, 5 February 2021 and 31 March 2021.

Broad Terms of Reference of the Committee inter-alia include:

- Recommendation of appointments to the Board, its Committee and Senior Management including Key Managerial Personnel ('KMP').
- Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Evaluation of performance of the Board, its Committees and individual Directors.
- Devising a policy on diversity of Board of Directors.
- Recommendation of remuneration payable to senior management.
- Review and Implementation of Britannia Industries Limited Employee Stock Option Scheme.

Evaluation of Performance of the Board, its Committees and Directors

Pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder and SEBI Listing Regulations, 2015, performance evaluation of Directors, Committees and Board as a whole was carried out.

The performance of every Director and the Board as a whole was evaluated by the Nomination and Remuneration Committee and the Board, seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members.

The criteria for performance evaluation of the Board and its Committees include aspects like composition, effectiveness of processes & meetings and other measures. The criteria for performance evaluation of the individual Directors include aspects like professional conduct, competency, contribution to the Board and Committee Meetings and other measures. In addition, the performance of the Chairman is also evaluated on key aspects of his roles and responsibilities.

A separate meeting of Independent Directors was also held to review:

- Performance of the Non-Independent Directors and the Board as a whole.
- Performance of the Chairman of the Company taking into account the views of Executive Directors and Non-Executive Directors.

Board Diversity

The Company has adopted the Policy on Board Diversity as required under Regulation 19 read with Part D of Schedule II of SEBI Listing Regulations, 2015.

Succession Planning

The Nomination and Remuneration Committee works with the Board for succession planning for its Directors, KMPs and Senior Management.

Remuneration Policy

The Company has adopted the Remuneration Policy as required under the provisions of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of SEBI Listing Regulations, 2015. The salient features of the Remuneration Policy are as follows:

- To evaluate the performance of the members of the Board and provide a necessary report to the Board for further evaluation of the Board.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel, and Senior Management.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage

Remuneration to Managing Director

Mr. Varun Berry was appointed as Managing Director for a period of five years with effect from 1 April 2014 to 31 March 2019. The Board at its Meeting held on 15 May 2018 has approved the re-appointment of Mr. Varun Berry as Managing Director of the Company for a period of five years with effect from 1 April 2019 to 31 March 2024.

The re-appointment, and terms thereof, including remuneration was approved by the Members of the Company at the 99th AGM held on 6 August 2018.

The remuneration (including performance linked incentive) is within the limits and conditions approved by the Members and are decided by the Board of Directors on the recommendations of the NRC based on merit, key result areas and Company's performance for the year.

As per the service agreement, either party is entitled to terminate the employment by giving not less than six calendar months prior notice in writing to the other party, provided that the Company shall be entitled to terminate the incumbent's employment at any time by payment of six months' basic salary in lieu of such notice.

The details of remuneration paid/payable to Mr. Varun Berry for financial year 2020-21 are as follows:

Salary/Benefits (₹)	Performance Linked Incentives / Other Bonus (₹)	Total (₹)	No. of stock options granted on 2 June 2020
6,19,16,452.32	4,32,82,456.25	10,51,98,908.57	2,50,000

Notes:

- Certain employee benefits which are based on actuarial valuation done on an overall Company basis are excluded from the above-mentioned salary and benefits.
- The options vest over a period of 3 years i.e., 1/3 every year. Other relevant details of options granted are given in Annexure-'D' to the Board's Report.

Remuneration to Non-Executive Directors

The Non-Executive Directors are entitled to Commission on the net profits of the Company in addition to sitting fees for attending the meetings. The Board decides the aggregate amount of Commission for each year on the recommendation of the NRC. The amount of Commission payable to individual Non-Executive Directors is determined based on their attendance and contribution at the meetings of the Board of Directors and its Committees as well as time spent on operational matters other than at the meetings. The Members of the Company have approved the payment of Commission to Non-Executive Directors at the 95 AGM held on 12 August 2014. The details of Sitting fee and Commission to Non-Executive Directors for financial year 2020-21 are given below:

Name of the Director	Sitting Fee (₹)	Commission (₹)	Total (₹)
Mr. Nusli N Wadia	6,60,000	7,94,80,000	8,01,40,000
Mr. A.K Hirjee*	7,20,000	NA	7,20,000
Mr. Avijit Deb	11,40,000	38,10,000	49,50,000
Mr. Jeh N Wadia	4,20,000	14,40,000	18,60,000

Name of the Director	Sitting Fee (₹)	Commission (₹)	Total (₹)
Mr. Keki Dadiseth	13,60,000	47,40,000	61,00,000
Dr. Ajai Puri	7,80,000	60,00,000	67,80,000
Mr. Ness N Wadia	10,80,000	85,00,000	95,80,000
Dr. Ajay Shah	5,80,000	20,60,000	26,40,000
Dr. Y.S.P Thorat	11,80,000	65,00,000	76,80,000
Mr. Keki Elavia	11,20,000	48,40,000	59,60,000
Mrs. Tanya Dubash	5,40,000	18,50,000	23,90,000
Dr. Urjit Patel**	NA	NA	NA
Total	**95,80,000**	**11,92,20,000**	**12,88,00,000**

* Mr. A.K Hirjee, Non-Executive Director of the Company ceased to be a Director w.e.f 27 September 2020.

** Dr. Urjit Patel was appointed as an Additional and Independent Director of the Company for a period of 5 years w.e.f. 31 March, 2021 subject to the approval of shareholders at the ensuing AGM of the Company.

The Commission amount as mentioned above will be paid after the adoption of financial statements for the financial year ended 31 March 2021 by the Members of the Company. During financial year 2020-21, the Non-Executive Directors did not have any other pecuniary relationship or transactions with the Company other than those mentioned in the Note No. 45 of Standalone Financial Statements.

(c) **Stakeholders' Relationship Committee:**

The Stakeholders Relationship Committee comprises of Mr. Avijit Deb, as Chairman and Mr. Jeh N Wadia, Mr. Varun Berry, Dr. Y.S.P Thorat as Members of the Committee.

During the year under review, Mr. A.K Hirjee, ceased to be the Member of the Committee w.e.f 27 September 2020 and Mr. Avijit Deb was appointed as Chairman and Dr. Y.S.P Thorat as Member of the Committee w.e.f. 24 December 2020.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI Listing Regulations, 2015.

Mr. T.V. Thulsidass is the Company Secretary and Compliance Officer of the Company.

During the year under review, one (1) meeting of Stakeholders' Relationship Committee was held on 30 March, 2021 through Video Conference.

Broad Terms of Reference of the Committee inter-alia include:

- Approval and monitoring of transfer, transmission, split, consolidation and dematerialization, re-materialisation of shares/securities and issue of duplicate shares/securities certificates by the Company as per the approval matrix;
- Overseeing various issues relating to security holders, including redressal of complaints relating to transfer/ transmission of securities, non-receipt of annual reports, non-receipt of dividends/interest, issue of new/ duplicate certificates, general meetings etc.;
- Review of adherence to the service standards adopted by the listed entity in respect of various services rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for effective exercise of voting rights by the shareholders, reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Shareholders Complaints are redressed through SEBI Complaints Redress System (SCORES).

Statement of Shareholders' Complaints as on 31 March 2021:

No. of Shareholders' complaints received during the year	23
No. of complaints disposed off during the year	26
No. of complaints not resolved to the satisfaction of Shareholders	NIL
No. of pending complaints	NIL

Note: There were three (3) complaints pending as on 31 March 2020, which were resolved on 10 April 2020.

(d) Finance Committee:

The Finance Committee comprises of Mr. Nusli N Wadia, as Chairman and Mr. Ness N Wadia, Mr. Varun Berry as Members of the Committee.

During the year under review, Mr. A.K Hirjee, ceased to be Chairman of the Committee, w.e.f 27 September 2020 and Mr. Nusli N Wadia was appointed as Chairman of the Committee w.e.f. 24 December 2020.

The broad terms of reference of the Committee are to approve investments / divestments of funds of the Company within the limits prescribed by the Board from time to time.

During the year under review, Two (2) meetings of Finance Committee were held through Video Conference. These were on 15 May 2020 and 24 May 2020.

(e) Strategy & Innovation Steering Committee:

The Strategy & Innovation Steering Committee comprises of Mr. Nusli N Wadia, as Chairman and Mr. Varun Berry, Mr. Ness N Wadia, Mr. Keki Dadiseth, Dr. Ajai Puri, Dr. Ajay Shah, Dr. Y.S.P Thorat, Mrs. Tanya Dubash as Members of the Committee.

The broad terms of reference of the Committee inter-alia include review and formulation of Company's business plans & strategies, product plans and technical development activities.

During the year under review, no meeting of Strategy & Innovation Steering Committee was held.

(f) Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility (CSR) Committee comprises of Mr. Ness N Wadia, as Chairman and Mr. Keki Dadiseth, Dr. Ajai Puri, Dr. Y.S.P Thorat as Members of the Committee.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 135 of the Companies Act, 2013 read with rules made thereunder.

During the year under review, the Committee met once on 31 March 2021.

The Company adopted revised CSR Policy w.e.f 1 April 2021 and the same is disclosed on the website of the Company http://britannia.co.in/pdfs/Code_of_conduct/policies/Corporate-Social-Responsibility-Policy.pdf

Broad Terms of Reference of the Committee inter-alia include:

- Formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- Formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy in consonance with the long term vision and strategy of Company in respect of CSR activities;
- Recommendation of the amount of expenditure to be incurred on CSR activities; and
- Monitoring compliance to the CSR Policy of the Company.

(g) Risk Management Committee

The Risk Management Committee comprises of Dr. Ajay Shah, as Chairman and Mr. Keki Dadiseth, Dr. Y.S.P Thorat, Mr. Keki Elavia, Mr. Varun Berry, Mr. N. Venkataraman as Members of the Committee.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations, 2015. Apart from the above, the Committee also carries out such functions/responsibilities entrusted on it by the Board of Directors from time to time.

During the year under review, the Committee met once on 30 March 2021.

(h) IT Committee

The IT Committee comprises of Dr. Ajay Shah, as Chairman and Mr. Varun Berry, Mr. Jeh N Wadia as Members of the Committee.

During the year under review, no meeting of IT Committee was held.

(i) Bonus Debentures Committee

During the year under review, the Board of Directors at their Meeting held on 5 October, 2020 have constituted 'Bonus Debenture Committee 2020' comprising of Mr. Keki Elavia, Mr. Avijit Deb, Mr. Varun Berry and Mr. N. Venkataraman as Members of the Committee.

The Bonus Debentures Committee constituted by the Board of Directors at their Meeting held on 7 October, 2018 comprises of Mr. Keki Elavia, Mr. Ness N Wadia, Mr. Varun Berry as Members of the Committee. Mr. A.K Hirjee, ceased to be the Member of the Committee w.e.f 27 September 2020.

During the year under review, no meetings of Bonus Debentures Committees were held.

(j) Attendance of Directors/Members at Meetings of Committees:

The Attendance of Directors/Members at Meetings of aforementioned Committees held is given below:

Name of the Directors/Members	ACM	NRC	SRC	FC	CSR	RMC
Mr. Nusli N Wadia	-	3/3	-	0/2#	-	-
Mr. Varun Berry	-	-	1/1	2/2	-	1/1
Mr. A.K Hirjee*	5/9	1/3	0/1	2/2	-	-
Mr. Avijit Deb	9/9	-	1/1	-	-	-
Mr. Jeh N Wadia	-	-	0/1	-	-	-
Mr. Keki Dadiseth	9/9	3/3	-	-	1/1	1/1
Dr. Ajai Puri	-	3/3	-	-	1/1	-
Mr. Ness N Wadia	8/9	-	-	2/2	1/1	-
Dr. Ajay Shah	-	-	-	-	-	1/1
Dr. Y.S.P Thorat	8/9	-	1/1	-	1/1	1/1
Mr. Keki Elavia	9/9	-	-	-	-	1/1
Mrs. Tanya Dubash	-	-	-	-	-	-
Dr. Urjit Patel**	-	-	-	-	-	-
Mr. N. Venkataraman	-	-	-	-	-	0/1

ACM- Audit Committee, NRC- Nomination and Remuneration Committee, SRC- Stakeholders' Relationship Committee, FC- Finance Committee, CSR- Corporate Social Responsibility Committee, RMC- Risk Management Committee.

*Mr. A.K Hirjee, Non-Executive Director of the Company ceased to be the Director w.e.f 27 September 2020.

**Dr. Urjit Patel was appointed as an Additional and Independent Director of the Company for a period of 5 years w.e.f. 31 March 2021 subject to the approval of shareholders at the ensuing AGM of the Company.

Mr. Nusli N Wadia was appointed as Chairman of the Committee w.e.f. 24 December 2020.

4. INDEPENDENT DIRECTORS:

In the opinion of the Board, the Independent Directors fulfil the conditions specified in SEBI Listing Regulations, 2015 and all are independent of the Management.

The Independent Directors are appointed by the Members of the Company and letter of appointment is issued to them as per Schedule IV of the Companies Act, 2013. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company.

Weblink: http://britannia.co.in/pdfs/statutory_disclosures/Letter-of-Appointment-for-Independent-Director.pdf
During the year under review, Meeting of the Independent Directors was held on 31 March 2021, without the attendance of Non-Independent Directors and Members of the Management, inter alia, to evaluate:

- Performance of Non-Independent Directors and the Board as a whole;
- Performance of the Chairperson of the Company, taking into account the views of Executive Director and Non- Executive Directors;
- The quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the Meeting.

Familiarization Programme:

At the time of induction, the Company familiarizes the Independent Directors with industry outlook, business strategy, Company's operations, their roles & responsibilities, etc. Thereafter, the Independent Directors are provided with necessary presentations, documents, reports, internal policies and updates to familiarise them with the Company's business, policies, procedures and practices at various Meetings held during the year.

The details of such Familiarization Programs for Independent Directors are disclosed on the website of the Company.
Weblink: http://britannia.co.in/pdfs/statutory_disclosures/Familiarisation%20Programme.pdf

5. GENERAL BODY MEETINGS

a. Location and time where the last three Annual General Meetings were held and the Special Resolutions passed thereat:

Date	Location	Time	Special Resolution Passed
7 July 2020	Through Video Conference	11:00 A.M	None
9 August 2019	Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata - 700 098	11:00 A.M.	• Reappointment of Mr. Avijit Deb as an Independent Director of the Company. • Reappointment of Mr. Keki Dadiseth as an Independent Director of the Company. • Reappointment of Dr. Ajai Puri as an Independent Director of the Company.
6 August 2018	JW Marriott, 4A, J.B.S Haldane Avenue, Tangra, Kolkata - 700 105	11:00 A.M.	• Appointment of Mr. Keki Elavia as an Independent Director of the Company. • Approval for continuation of Directorship of Mr. Nusli N Wadia as Non-Executive Director of the Company. • Approval for continuation of Directorship of Mr. A.K Hirjee as Non-Executive Director of the Company. • Amendment of Britannia Industries Limited Employee Stock Option Scheme.

b. NCLT Convened Meeting:

Pursuant to an Order dated 23 December 2020, as corrected by a Corrigendum dated 11 January 2021 to Order dated 23 December 2020 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, the Company convened Meeting of the Equity Shareholders and Commercial Paper Holders through Video Conferencing on 15 February 2021 at 11:00 A.M and 2:00 P.M respectively, for Approval of the Scheme of Arrangement between Britannia Industries Limited and its Members under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Company provided the Remote E-voting and E-voting facility to the Members and Commercial Paper Holders and the resolution was passed with requisite majority.

c. Resolution passed through Postal ballot during Financial Year 2020-21:

During the year, the Company has not passed any resolution through postal ballot.

d. Whether any Special Resolution is proposed to be passed through postal ballot this year: Currently, there is no proposal to pass any Special resolution through Postal Ballot. Special resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

6. MEANS OF COMMUNICATION

Annual Reports, notice of the meetings and other communications to the Shareholders are sent through e-mail, post or courier.

In view of the outbreak of Covid-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") has vide its circular no 20/2020 dated 5 May 2020 read with Circulars dated 8 April 2020 and 13 April 2020 and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 directed the Companies to send the Annual Report only by e-mail to all the Members of the Company. Therefore, the Annual Report for financial year 2019-20 and Notice of 101st AGM of the Company was sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars.

Quarterly, half-yearly and yearly financial results of the Company are published as per the requirements of Regulation 33 & 47 of the SEBI Listing Regulations, 2015 in leading newspapers i.e., Financial Express (all editions) and Sangbad Pratidin (Kolkata edition). The financial results, press releases and other reports/intimations required under the SEBI Listing Regulations, 2015 are filed electronically with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and also uploaded on the Company's website: www.britannia.co.in.

The presentations made to analysts/institutional investors are uploaded on the Company's website.

Weblink: http://britannia.co.in/investors/presentations.

7. GENERAL SHAREHOLDER INFORMATION

(i) Annual General Meeting - Date, time and venue:

Monday, 6 September, 2021 at 3 P.M. IST through Video Conference ("VC")

(ii) Financial Year: 1 April 2021 to 31 March 2022

Tentative Calendar for Approval of Financial Results is given below:

Period	Timeline
For the first quarter ending 30 June 2021	2nd week of August 2021
For the second quarter and half year ending 30 September 2021	2nd week of November 2021
For the third quarter ending 31 December 2021	2nd week of February 2022
For the fourth quarter and year ending 31 March 2022	4th week of May 2022

(iii) Book closure period: Wednesday, 1 September 2021 to Monday, 6 September 2021 (both days inclusive)

(iv) Interim Dividend:

The Board of Directors at their Meeting held on 17 August 2020 declared Interim Dividend @ 8300% i.e., ₹ 83 per Equity Share of ₹ 1/- each. The Interim Dividend was paid to the shareholders holding shares as on Record Date i.e., Thursday, 27 August 2020.

The Board of Directors at their Meeting held on 2 April 2021 declared another Interim Dividend @ 6200% i.e., ₹ 62 per Equity Share of ₹ 1/- each. The Interim Dividend was paid to the shareholders holding shares as on Record Date i.e., Saturday, 10 April 2021.

The total dividend payout for financial year 2020-21 stands at ₹ 3,491.41 Crores.

(v) Listing on Stock Exchanges:

The Company's equity shares and debentures are listed on:

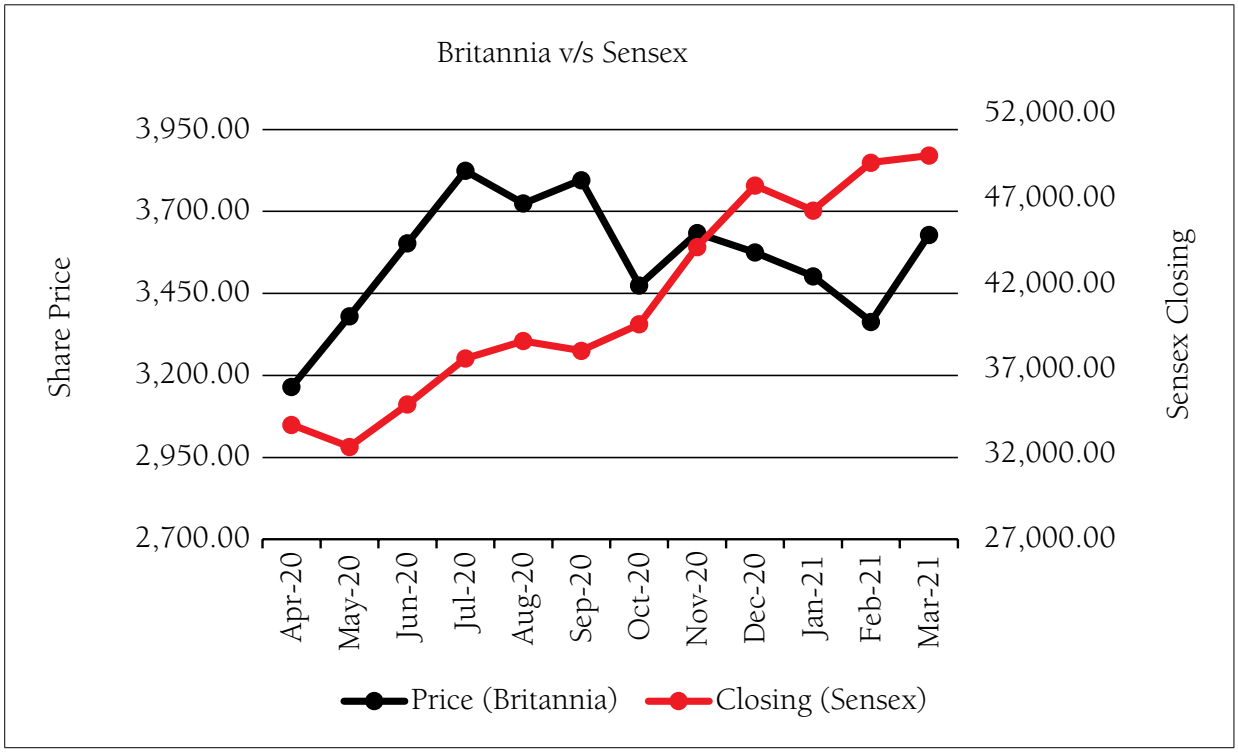
Name of the stock exchange	Address	Stock Code		
		Equity shares of face value of ₹ 1 each	Secured Debentures of face value of ₹ 30 each	Unsecured Debentures of face value of ₹ 29 each
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	500825 ISIN- INE216A01030	936908 ISIN - INE216A07052	937561 ISIN - INE216A08027
National Stock Exchange of India Limited (NSE	Exchange Plaza, 5 Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	BRITANNIA ISIN - INE216A01030	BRITANNIA ISIN - INE216A07052	BRITANNIA ISIN - INE216A08027

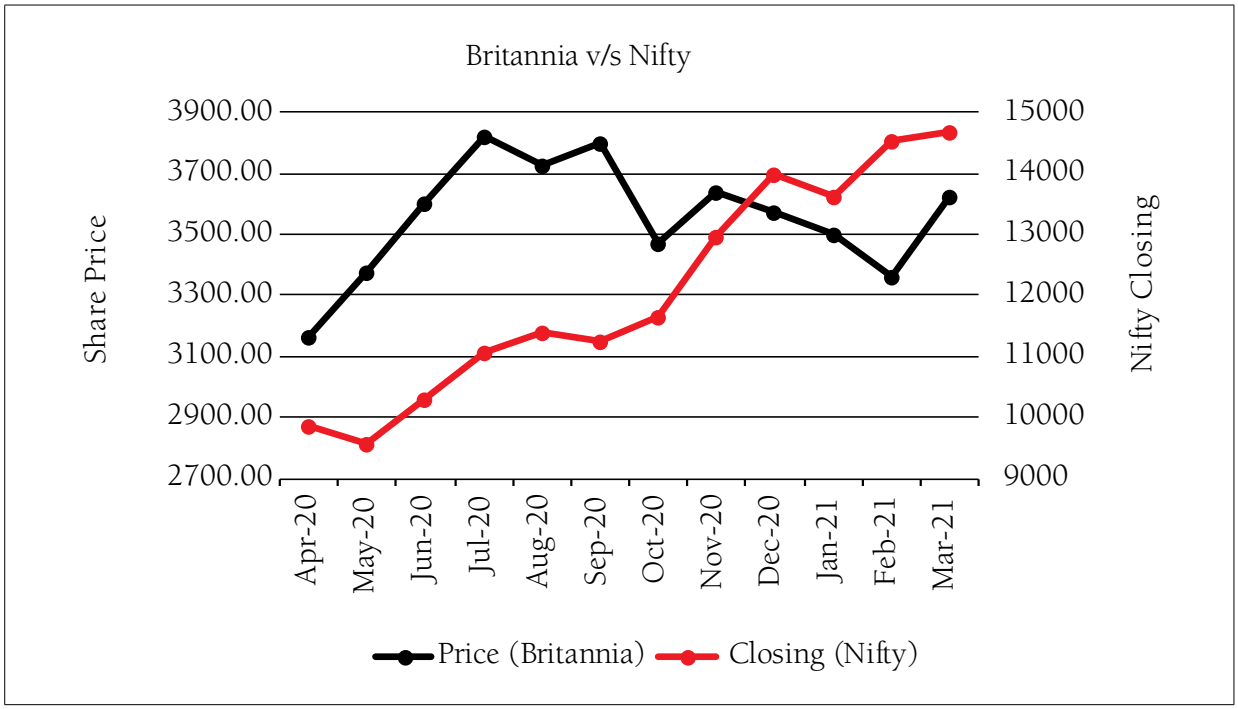
The Annual Listing fees for equity shares and debentures have been paid to the aforesaid Stock Exchanges for financial year 2021-22.

(vi) Stock Price Data:

Month	BSE (In ₹)			BSE (Sensex Closing)	NSE (In ₹)			NSE (Nifty Closing)
	High	Low	Closing		High	Low	Closing	
2020								
April	3,293	2,475	3,165	33,718	3,290	2,475	3,166	9,860
May	3,419	2,869	3,380	32,424	3,417	2,867	3,379	9,580
June	3,705	3,201	3,603	34,916	3,708	3,330	3,604	10,302
July	4,015	3,512	3,824	37,607	4,010	3,512	3,824	11,073
August	4,004	3,685	3,724	38,628	4,005	3,684	3,726	11,388
September	3,890	3,541	3,796	38,068	3,891	3,563	3,798	11,248
October	3,880	3,375	3,475	39,614	3,880	3,410	3,473	11,642
November	3,685	3,392	3,634	44,150	3,685	3,390	3,638	12,969
December	3,797	3,533	3,575	47,751	3,798	3,562	3,576	13,982
2021								
January	3,704	3,481	3,503	46,286	3,705	3,540	3,501	13,635
February	3,628	3,318	3,364	49,100	3,617	3,325	3,364	14,530
March	3,655	3,365	3,628	49,509	3,655	3,367	3,625	14,691

Stock Performance (Comparison of closing price / index value on the respective dates):





(vii) Investor Education and Protection Fund (IEPF):

During financial year 2020-21, the Company has transferred unclaimed dividend of ₹ 53,33,572 and unclaimed debenture interest/ debenture redemption amount of ₹ 1,24,29,851 to IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments thereof).

As on 31 March 2021, the Company's unclaimed dividend balance was ₹ 29,31,11,601 and unclaimed debenture interest pertaining to Bonus Debentures alloted on 28 August, 2019 was ₹ 85,48,948.

Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments thereof) read with circulars and notifications issued thereunder, all the shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund (IEPF).

In accordance with the aforesaid provisions, the Company has transferred 18,888 equity shares held by 55 shareholders as on 31 March 2013 whose dividends were remaining unpaid/unclaimed for 7 consecutive years i.e., from financial year 2012-13 to IEPF.

Any shareholder whose shares are transferred to IEPF can claim the shares by making an online application in Form IEPF-5 (available on www.iepf.gov.in) along with the fee prescribed to the IEPF authority with a copy to the Company.

Reminders are sent to the Shareholders who have not claimed their dividends and whose shares are due to be transferred to IEPF in accordance with provisions of Companies Act, 2013 and IEPF Rules made thereunder.

(viii) Registrar and Transfer Agent:

M/s. KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) is the Registrar and Transfer Agent of the Company which manages the entire share registry work, both Physical and Electronic. Accordingly, all documents for transfer, transmission, issue of duplicate share certificate, demat/remat and other communications in relation thereto should be sent to the address mentioned below:

KFin Technologies Private Limited
Unit: Britannia Industries Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad – 500 032
Toll free No.: 1- 800-309-4001
E-mail Id: einward.ris@kfintech.com

(ix) Share Transfer System

Shareholders' requests for transfer / transmission of equity shares/debentures and other related matters are handled by Registrar and Transfer Agent and are effected within stipulated timelines, if all the documents are valid and in order.

Pursuant to the provisions of Regulation 40 of the SEBI Listing Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 1 April 2019. Members are requested to convert their physical holdings into demat form and may write to Mr. T.V. Thulsidass, Company Secretary at thulsidasstv@britindia.com or investorrelations@britindia.com or to Registrar and Share Transfer Agent in case they wish to get their securities dematerialized.

The Company obtains half-yearly certificate from a Company Secretary in Practice confirming the issue of share certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of SEBI Listing Regulations, 2015. Further, the Compliance Certificate under Regulation 7(3) of the SEBI Listing Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Securities and Exchange Board of India is also submitted to the Stock Exchanges on a half yearly basis.

(x) Distribution of shareholding as on 31 March 2021:

Group of Shares	No. of Shareholders	% to total no. of shareholders	No. of shares held	% to total shares
1-500	2,91,987	96.40	91,18,107	3.79
501-1000	3,861	1.27	29,06,698	1.20
1001-2000	3,428	1.13	46,22,647	1.92
2001-10000	2,779	0.92	1,03,40,880	4.29
10001 and above	855	0.28	2,13,87,99,64	88.80
Total	**3,02,910**	**100.00**	**24,08,68,296**	**100.00**

(xi) Dematerialization of Shares:

The Company's shares are available for dematerialization/re-materialization with both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Requests for the same are processed within 15 days of receipt or such period as prescribed by law. if all the documents are valid and in order. As on 31 March 2021, out of the total 24,08,68,296 equity shares, 23,79,66,472 equity shares representing 98.80 % of the total paid up share capital were held in dematerialised form with NSDL and CDSL.

(xii) Outstanding GDRs / ADRs / warrants or any convertible instruments, conversion dates and likely impact on equity:

Not Applicable.

(xiii) Bonus Debentures

a) Secured, non-convertible, redeemable, fully paid-up Bonus Debentures of face value of ₹ 30/- each

The Company allotted 24,03,18,294 3-year secured, non-convertible, redeemable, fully paid-up Bonus Debentures of face value of ₹ 30/- each, bearing interest at 8% p.a., to the Members of the Company, as on the Record Date, Friday, 23 August 2019, as per the ratio stipulated in the Scheme of Arrangement i.e., 1 fully paid-up Debenture of face value of ₹ 30/- each for every 1 fully paid-up equity share of face value of ₹ 1/- each.

The final listing and trading approval for the bonus debentures was received from the BSE Limited and National Stock Exchange of India Limited on 7 October 2019 and the bonus debentures were listed on both the exchanges w.e.f. 9 October 2019.

M/s IDBI Trusteeship Services Limited has been appointed as Debenture Trustee and M/s. KFin Technologies Private Limited acted as Registrar to the issue of debentures.

The contact details of debenture trustee is given below:

M/s. IDBI Trusteeship Services Limited
CIN: U65991MH2001GOI131154
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai – 400 001.
T: (91) (22) 40807066 Fax: 022 66311776
Website: http://www.idbitrustee.com
Contact Person: Ms. Manali Sahasrabudhe/ Mr. Aditya Kapil
E-mail Id: itsl@idbitrustee.com

Pursuant to the directions issued by SEBI, the bonus debentures were allotted in dematerialised form to all the shareholders holding shares in demat form. The bonus debentures in respect of the shareholders holding shares in physical form were transferred to a separate Suspense Demat Account "Britannia Industries Limited Bonus Debentures Suspense Account 2019" with M/s Karvy Stock Broking Limited, Depository Participant (KSBL).

Further, National Depository Services Limited (NSDL) has terminated the Participantship of KSBL under the Bye Laws of NSDL. Accordingly, the Company has opened new Suspense Demat Account with HDFC Bank Limited and transferred said Bonus Debentures from KSBL to HDFC Bank Limited's Suspense Demat Account.

Statement of BIL Bonus Debentures Suspense Acc 2019:

The details of bonus debentures lying in the Suspense Account as on 31 March 2021 are given below

Sl. No.	Particulars	Number of debenture holders	Number of debentures
1.	Aggregate number of debenture holders and the outstanding debentures in the suspense account lying as on 1 April 2020.	2,360	34,55,776
2.	Number of debentures holders who approached Company for transfer of debentures from suspense account during the year.	23	28,340
3.	Number of debenture holders to whom debentures were transferred from suspense account during the year.	23	28,340
4.	Aggregate number of debenture holders and the outstanding debentures in the suspense account lying as on 31 March 2021.	2,337	34,27,436

Members are requested to convert their physical shares into dematerialised form after complying with necessary formalities and claim the bonus debentures from the Company which are lying in Suspense Demat Account.

Interest Payment:

The Company paid 1st year interest on 3 year Secured, Non-Convertible Redeemable, Fully Paid-up Debentures of face value of ₹ 30/- each, bearing interest at 8% p.a on 28 August 2020 to the Debenture Holders as on record date 21 August 2020.

b) Unsecured, non-convertible, redeemable, fully paid-up Bonus Debentures of face value of ₹ 29/- each

The Company allotted 24,08,68,296 unsecured, non-convertible, redeemable, fully paid-up Bonus Debentures of face value of ₹ 29/- each, bearing interest at 5.5% p.a., to the Members of the Company, as on the Record Date, Thursday, 27 May 2021, as per the ratio stipulated in the Scheme of Arrangement i.e., 1 fully paid-up Debenture of face value of ₹ 29/- each for every 1 fully paid-up equity share of face value of ₹ 1/- each.

M/s IDBI Trusteeship Services Limited has been appointed as Debenture Trustee and M/s. KFin Technologies Private Limited acted as Registrar to the issue of debentures.

The final listing and trading approval for the bonus debentures was received from the BSE Limited and National Stock Exchange of India Limited on 16 July 2021 and the bonus debentures were listed on both the exchanges w.e.f. 20 July 2021.

(xiv) Plant Locations:

The Company owned plants are located at Kolkata (West Bengal), Rudrapur (Uttarakhand), Hajipur (Bihar), Khurda (Orissa), Jhagadia (Gujarat), Perundurai (Tamilnadu), Bidadi (Karnataka), Guwahati (Assam), Mundra (Gujarat) and Ranjangaon (Maharashtra).

(xv) Address for Correspondence:

Registered Office: 5/1A, Hungerford Street, Kolkata - 700 017
Phone : +91 33 2287 2439/2057;
Fax : +91 33 2287 2501;
E-mail Id: investorrelations@britindia.com

(xvi) Credit Ratings:

CRISIL has reaffirmed the credit rating of CRISIL AAA/Stable and CRISIL A1+ for long term and short term debt instrument/facilities respectively of the Company.

ICRA has assigned the credit rating of [ICRA] AAA (Stable) and ICRA A1+ for long term and short term debt instrument/ facilities respectively of the Company.

8. DISCLOSURES

a. Related Party Transactions:

The Company has adopted a policy on materiality of related party transactions and dealing with Related Party Transactions and the same is disclosed on the website of the Company.

Weblink:http://britannia.co.in/pdfs/Code_of_conduct/policies/Policy-Materiality-of-Related-Party-Transactions.pdf

During financial year 2020-21, all related party transactions were in the ordinary course of business and on arm's length basis and there were no transactions requiring approval of the Board/Shareholders. However, prior approval of the Audit Committee was sought for entering into the Related Party Transactions as required under Companies Act, 2013 read with rules made thereunder and Regulation 23 (2) of SEBI Listing Regulations, 2015. Further, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given are also placed before the Audit Committee for its review on a quarterly basis.

During financial year 2020-21, there were no material related party transactions in terms of Regulation 23 of the SEBI Listing Regulations, 2015.

b. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None

c. Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy to provide vigil mechanism for Directors/Employees to voice their concerns in a responsible and effective manner regarding unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct and Insider Trading Regulations. It also provides adequate safeguards against victimization of Directors/Employees who avail the mechanism. The Company affirms that during financial year 2020-21, no personnel have been denied access to the Audit Committee.

The Whistle Blower Policy is available on the website of the Company.

Weblink: http://britannia.co.in/pdfs/Code_of_conduct/policies/Whistle-Blower-Policy.pdf

d. Dividend Distribution Policy:

The Company has adopted a Dividend Distribution Policy in accordance with the requirements of Regulation 43A of the SEBI Listing Regulations, 2015. The same is available on the website of the Company.

Weblink: http://britannia.co.in/pdfs/Code_of_conduct/policies/Dividend-Distribution-Policy.pdf

e. Disclosure of commodity price risks or foreign exchange risk and hedging activities:

Commodities are a large part of raw materials procured and consumed by the Company. Your Company has a robust framework and governance mechanism to ensure that it is sufficiently protected from market volatilities.

Your Company manages foreign exchange risk with appropriate hedging activities consistent with the policies of the Company. Your Company uses forward exchange contracts to hedge against its foreign currency exposures. Foreign exchange transactions are fully covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time. There are no materially uncovered exchange rate risks in the context of the Company's imports and exports. The Company does not enter into any derivative instruments for trading or speculative purposes. The details of foreign exchange exposures as on 31 March 2021 are disclosed in the Notes to the Standalone financial statements.

f. Certificate from Practicing Company Secretary:

A certificate from M/s. Parikh & Associates, Practicing Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority is forming part of Annual Report.

g. Total fees paid to M/s. Walker Chandiok & Co, LLP, Statutory Auditors:

Total fees (excluding taxes and OPE) for all services paid by the Company and its subsidiaries in India, on a consolidated basis, to M/s. Walker Chandiok & Co, LLP, Statutory Auditors within the network firm/network entity of which the statutory auditor is a part, is ₹ 1,60,45,000/-.

h. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year	2
Number of complaints disposed off during the financial year	2
Number of complaints pending as on end of the financial year	0

i. Risk Management:

The Risk Management Committee reviews key risks affecting the Company and mitigation measures thereof.

j. Code of Conduct:

The Company has laid down a Code of Conduct for the Members of the Board and employees of the Company which is disclosed on the Company's website. The Managing Director has confirmed and declared that all Members of the Board and Senior Management have affirmed compliance with the Code of Conduct.

k. Accounting Treatment:

The Financial Statements of the Company for financial year 2020-21 have been prepared in accordance with the applicable accounting principles in India and the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with the rules made thereunder.

l. CEO/ CFO Certification:

Mr. Varun Berry, Managing Director and Mr. N. Venkataraman, Chief Financial Officer have provided Compliance Certificate to the Board in accordance with Regulation 17 (8) read with Part B of Schedule II of the SEBI Listing Regulations, 2015 for the financial year ended 31 March 2021.

m. Compliance Reports:

The Board has reviewed the compliance reports pertaining to the laws applicable to the Company at its meetings on quarterly basis.

n. Subsidiary Companies Monitoring Framework:

All the Subsidiary Companies of the Company are managed by their respective Boards and the Management. The Board of Directors and Audit Committee of the Company review the minutes of the meetings, financial statements, investments made, significant transactions and arrangements of the unlisted subsidiary Companies in accordance with the SEBI Listing Regulations, 2015.

During the year under review, the Company has adopted the Policy for determining Material Subsidiaries as required under Regulation 16(1) (c) of SEBI Listing Regulations, 2015 and the same is disclosed on the website of the Company.

Weblink: http://britannia.co.in/pdfs/Code_of_conduct/policies/Policy-for-determining-Material-Subsidiary.pdf

As on 31 March 2021, the Company does not have any material subsidiary as defined under Regulation 16(1)(c) of SEBI Listing Regulations, 2015.

o. **Audit of Reconciliation of Share Capital:**

As stipulated by SEBI, a Practicing Company Secretary carries out the Audit of Reconciliation of Share Capital on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid up capital. The Audit report is submitted to the Stock Exchanges and is placed before the Board at its meetings.

p. **Corporate Identification Number (CIN):** L15412WB1918PLC002964.

q. **Information flow to the Board Members:**

As required under Regulation 17(7), Part A of Schedule II of SEBI Listing Regulations, 2015, information is provided to the Board members for their information, review, inputs and approval from time to time.

r. **Code of Conduct for Prevention of Insider Trading:**

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 including amendments thereof, the Company has adopted a comprehensive Code of Conduct for Prohibition of Insider Trading and procedures for fair disclosure of Unpublished Price Sensitive Information.

The Company has also adopted the Policy for determination of Legitimate Purposes and Policy for Inquiry in case of leak or suspected leak of unpublished price sensitive information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

s. **Compliance with mandatory requirements:**

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations, 2015.

t. **Adoption and Compliance of Non-mandatory requirements:**

i. **The Board:**

The Company defrays expenses of the Non-Executive Chairman's office incurred in the performance of his duties.

ii. **Shareholder Rights - furnishing of half-yearly results:**

The Company provides the copy of the quarterly and half-yearly results on receipt of a specific request from the Shareholders.

iii. **Audit Qualifications:**

There is no qualification in the Independent Auditor's Report on the Standalone and Consolidated financial statements for financial year 2020-21.

iv. **Reporting of Internal Auditors:**

The Internal Auditors report directly to the Audit Committee.

DECLARATION ON CODE OF CONDUCT

In compliance with the requirements of the Regulation 26(3) of SEBI Listing Regulations, 2015 this is to confirm that all the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31 March, 2021.

For Britannia Industries Limited

Sd/-
Varun Berry
Managing Director
(DIN:05208062)

Place : Bengaluru
Date : 27 April 2021

CERTIFICATE

[Pursuant to Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Britannia Industries Limited
5/1A, Hungerford Street, Kolkata,
West Bengal - 700017

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Britannia Industries Limited having CIN L15412WB1918PLC002964 and having registered office at 5/1A, Hungerford Street, Kolkata, West Bengal -700017, (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Director	Director Identification Number	Date of Appointment in Company*
1.	Mr. Nusli N. Wadia	00015731	05/09/1993
2.	Mr. Varun Berry	05208062	11/11/2013
3.	Mr. Avijit Deb	00047233	04/06/1996
4.	Mr. Jehangir N. Wadia	00088831	14/09/2005
5.	Mr. Keki Dadiseth	00052165	31/05/2006
6.	Dr. Ajai Puri	02631587	30/04/2009
7.	Mr. Ness N. Wadia	00036049	29/04/2010
8.	Dr. Y. S. P.Thorat	00135258	13/02/2017
9.	Dr. Ajay Shah	01141239	13/02/2017
10.	Mr. Keki Elavia	00003940	07/08/2017
11.	Mrs. Tanya Dubash	00026028	07/02/2019
12.	Dr. Urjit Patel	00175210	31/03/2021

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Practising Company Secretaries
Firm Registration No. P1988MH009800
Shalini Bhat
Partner
FCS: 6484 CP: 6994
UDIN: F006484C000186037

Place : Mumbai
Date : 27 April 2021

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Britannia Industries Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 27 July 2020.

2. We have examined the compliance of conditions of corporate governance by Britannia Industries Limited ('the Company') for the year ended on 31 March 2021, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal rraccor0.sigd I coa,ith tGuidernancf

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors present the "Business Responsibility Report" (BRR) of the Company for financial year 2020-21.

The reporting framework is based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs)' released by the Ministry of Corporate Affairs, Government of India, in July 2011 which contains 9 Principles and Core Elements for each of the 9 Principles.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY		
1.	Corporate Identity Number (CIN) of the Company	L15412WB1918PLC002964
2.	Name of the Company	Britannia Industries Limited
3.	Registered Office Address	5/1A, Hungerford Street, Kolkata, West Bengal-700017
4.	Website	www.britannia.co.in
5.	E-mail Id	investorrelations@britindia.com
6.	Financial Year reported	2020-21
7.	Sector(s) that the Company is engaged	Food Products
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	Biscuits, Cake & Rusk
9.	Total number of locations where business activity is undertaken by the Company:	
	(a) Number of International Locations	The products of the Company are exported to over 79 Countries across the world.
	(b) Number of National Locations	The Company operates from its various factories across India. Details of plant locations of the Company are provided under the head 'General Shareholders Information' in the Corporate Governance Report.
10.	Markets served by the Company – Local / State / National / International	The Business of the Company is spread across the globe.

SECTION B: FINANCIAL DETAILS OF THE COMPANY (STANDALONE)		
1.	Paid-Up Capital (INR)	₹ 24.09 Crores
2.	Total Turnover (INR)	₹ 12,113.65 Crores
3.	Total Profit After Taxes (INR)	₹ 1,760.03 Crores
4.	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	As per Section 135 of the Companies Act, 2013 read with the rules made thereunder, the Company is required to spend at least 2% of average net profit of last 3 financial years i.e., ₹ 32.44 Crores. The Company has spent ₹ 32.44 Crores on CSR activities for financial year 2020-21.
5.	List of activities in which expenditure in 4 above has been incurred:	The details of CSR activities are given in Annexure-'B' - CSR Report forming part of the Board's Report.

SECTION C: OTHER DETAILS		
1.	Does the Company have any Subsidiary Company/ Companies?	Yes.
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such Subsidiary Company(s)	The Subsidiary Companies operate in different geographies and conduct their own BR initiatives as appropriate.
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company?	No

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR.

(a) Details of the Director responsible for implementation of the BR policy/policies:

Sl. No.	Particulars	Details
1.	DIN Number	05208062
2.	Name	Mr. Varun Berry
3.	Designation	Managing Director

(b) Details of the BR head:

Sl. No.	Particulars	Details
1.	DIN Number (if applicable)	NA
2.	Name	Mr. N. Venkataraman
3.	Designation	Chief Financial Officer
4.	Telephone number	080-3768 7100
5.	E-mail Id	investorrelations@britindia.com

2. Principle-wise (as per NVGs) BR Policy/Policies – Details of compliance - Reply in Yes (Y)/ No (N)

Sl. No.	Questions	Principles (as defined under Section E)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for the Principles?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Yes								
3.	Does the policy conform to any National/ International standards?	The policies confirm to the National and International standards like IS0 14001, OHSAS 18001, ISO 22000, FSSAI standards etc.								
4.	Has the policy been approved by the Board? If yes has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Policies mandated under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are approved by the Board and other applicable policies are approved by the Managing Director or Functional Heads of the Company as appropriate.								
5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	The Company has Ethics Committee, Audit Committee, Internal Complaints Committee, Stakeholders Relationship Committee, Safety Committee, CSR Committee and also adequate internal control systems to oversee the implementation of policies.								
6.	Indicate the link for the policy to be viewed online?	The links to view the public policies online are given herein below*.								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, wherever appropriate.								
8.	Does the Company have in-house structure to implement the policy/policies?	Yes.								
9.	Does the Company have a grievance Redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	Yes, wherever appropriate.								
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes, wherever appropriate.								

*Links to Company's Policies:

a. Code of Business Conduct for employees:

Weblink: http://britannia.co.in/pdfs/Code_of_conduct/COBCforEmployeesFINAL.pdf

b. CSR Policy:

Weblink: http://britannia.co.in/pdfs/Code_of_conduct/policies/Corporate-Social-Responsibility-Policy.pdf

c. Whistle Blower Policy:

Weblink: http://britannia.co.in/pdfs/Code_of_conduct/policies/Whistle-Blower-Policy.pdf

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:	The BR performance of the Company under various principles is assessed periodically at various Board and Committee Meetings.
(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The Business Responsibility Report is published annually as part of Annual Report and the same is disclosed on the website of the Company. Weblink: http://britannia.co.in/investors/annual-report
SECTION E: PRINCIPLE-WISE PERFORMANCE	
Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability	
1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?	The Company has a Code of Conduct for its Directors and Employees that cover issues inter alia related to ethics, workplace responsibilities and conflict of interest. It also covers all dealings with suppliers, customers and other business associates. Further, the Company has adopted a Whistle Blower Policy to provide a mechanism for employees and Directors of the Company to approach the Ethics Committee or Chairman of the Audit Committee of the Company for reporting unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct and SEBI Insider Trading Regulations.
2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?	During the year, 5 complaints and issues from employees/other stakeholders were reported under Code of Business Conduct (COBC) and the same have been satisfactorily resolved in accordance with the COBC procedures. During the year, 2 complaints/issues were reported under vigil mechanism and the same have been satisfactorily resolved.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	
Environment, health and safety continue to be key focus areas and the Company strives to reduce its environmental impact through various initiatives in the field of Energy Efficiency and Conservation.	
1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities:	As an environmentally conscious Company, Britannia continues to innovate and use efficient technologies to bring down its strain on ecology, for example, all the products have got "Keep your city clean" symbol on the pack. Britannia has taken initiative to fortify some of its products like Bread, Tiger Glucose, Mariegold, Milk Bikis etc. with minerals and vitamins to contribute to the individual daily requirements of the micro nutrients. The Company constantly re-engineers package laminate and paper based packaging in order to use less plastic and paper. The initiatives taken to address the environmental concerns are given in Board's Report.
2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):	Details of conservation of energy are given in Annexure-'A' of the Board's Report.
3. Does the Company have procedures in place for sustainable sourcing (including transportation)?	Across the entire supply chain, the Company endeavours to integrate social, ethical and environmental factors in its operating/ strategic decisions. The Company endeavours to reduce the distance travelled overall by its products, thereby reducing emissions on account of transportation.
4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?	The Company believes its factories must benefit the communities in which they are located. It sources most of the raw materials from areas near the factories. It extensively works with its vendors to improve capacities and capabilities. The Company also obtains services from local & small service providers for maintenance and repairs of building, plant and machineries.
5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%)?	The Company while pursuing energy efficiency programs in the factories also takes initiatives for recycling of wastes generated during production. Most of the Company's factories are committed to zero discharge. About 5% of the exhaust gases generated in the ovens are recycled to recover heat. Water from the effluent treatment plants is also recycled within the factories to maintain greenbelts / gardens/ landscapes.

Principle 3: Businesses should promote the wellbeing of all employees	
Britannia firmly believes that the knowledge, expertise and passion of its employees drive the growth of the Company. It provides the work environment that promotes well-being of its employees while giving them various opportunities to grow. It has adopted various policies, procedures, manuals and conducted various training programs for the protection and welfare of the employees. Apart from encouraging employees to learn and grow, the Company has also conducted various programs focused on wellness of body, mind, soul and financial health. 'Fitness Fridays' events for employees and their families through virtual sessions led by experts and a medical concierge help desk with sponsored doctor, nutritionist and other medical services were introduced to support employees and their families. Initiatives to support emotional and mental health of employees were expanded by enabling employees across India to access mental health counsellor through virtual appointments and through sessions with experts to help employees imbibe a sense of emotional resilience.	
1. Total number of employees on rolls	4,499
2. Total number of employees hired on temporary / contractual/casual basis	8,241
3. Number of permanent women employees	335
4. Number of permanent employees with disabilities	Nil
5. Do you have an employee association that is recognized by management?	Yes
6. What percentage of your permanent employees is members of this recognized employee association?	~20%
7. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	During the financial year 2020-21, the Company received Two (2) complaints under Anti-Sexual Harassment policy and the same has been resolved.
8. During financial year 2020-21, the Company has provided safety & skill upgradation training to employees.	a. Permanent Employees. b. Permanent Women Employees. c. Casual/ Temporary/ Contractual Employees.
Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized	
Britannia understands the needs of its stakeholders and aims to meet the expectations of its stakeholders. It discloses all the relevant information about its products, business, financial performance, press releases and other statutory information on the website of the Company to ensure effective stakeholders engagement.	
1. Has the Company mapped its internal and external stakeholders?	Yes
2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?	Britannia identifies communities around its manufacturing facilities, with a focus on improving lives of women and children. The Company is committed towards proactively engaging with all the employees, business associates, customers and communities.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders?	Britannia thinks beyond business and undertakes various initiatives to improve the lives of the lower socio-economic sections of the society. The details of the activities are given in Annexure-'B' - CSR Report forming part of the Board's Report.
Principle 5: Businesses should respect and promote human rights	
Britannia firmly believes in upholding and promoting human rights. Human Rights are protected under Code of Business Conduct, Whistle Blower Policy, Anti - Sexual Harassment Policy, Labour and Employee Welfare Policies. Grievance Redressal Systems are put in place like Internal Complaints Committee, Ethics Committee etc. which resolves the issues reported in an expeditious manner.	
1. Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?	Code of Business Conduct is not only applicable to employees of Britannia but also extends to others who work with or represent Britannia directly or indirectly. Britannia's Anti- Sexual Harassment Policy is applicable to all the employees including contractual and also covers trainees, consultants, contractors and vendors.
2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	During the financial year 2020-21, the Company received 2 complaints under Anti-Sexual Harassment policy and the same has been resolved.
Principle 6: Business should respect, protect and make efforts to restore the environment	
Britannia understands its responsibility towards environment and has taken various initiatives to reduce its environmental impact. Energy conservation and use of clean fuels continue to be a priority area of the Company. During the financial year 2020-21, the Company has taken various initiatives for conservation of energy and reducing its environmental impact as given in Annexure-'A' of the Board's Report.	
1. Does the policy related to Principle 6 cover only the Company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others?	The Company has an Environment, Health and Safety Policy that covers areas of compliance with statutory standards. The Policy extends to all its Subsidiary Companies.
2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.	Climate change, global warming and environmental degradation pose unique challenges as well as opportunities for Britannia. The Company is continuously implementing process improvements to reduce emissions and wastes.
3. Does the Company identify and assess potential environmental risks?	Sustainable development is at the core of the Company's operations which is also outlined in the Environment, Health and Safety Policy. The Company follows sound environmental management practices across all its manufacturing units to assess and address environmental risks.
4. Does the Company have any project related to Clean Development Mechanism?	While the Company has so far not registered any project related to Clean Development Mechanism, it is continuously endeavouring to identify opportunities to contribute in this regard.

5. Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page etc.	The Company strives to adopt process improvement measures and invest in efficient technologies to reduce its impact on the environment. The details of initiatives taken for conservation of energy are given in Annexure-'A' to the Board's Report and the same is disclosed on the website of the Company. Weblink: http://britannia.co.in/ investors/annual-report.
6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/ SPCB for the financial year being reported?	Yes. All the factories file periodic statutory declarations with the pollution control boards on the emissions and waste generated and they are within permissible limits granted by the pollution control board.
7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e., not resolved to satisfaction) as on end of Financial Year.	Nil
Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	
Britannia believes that working together with the institutions or associations engaged in policy advocacy like Confederation of Indian Industry (CII), The Associated Chambers of Commerce and Industry of India (ASSOCHAM), Federation of Indian Chambers of Commerce and Industry (FICCI) etc., will help the Company create positive social and environment impact while achieving its business goals. The Company's approach to deal with these institutions is guided by the principles of Code of Business Conduct i.e., honesty, transparency, integrity and accountability.	
1. Is your Company a member of any trade and chamber or association?	Yes, the Company is the Member of various trade and industrial associations like ASSOCHAM, CII, FICCI etc.
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No	Britannia has been actively participating in various seminars, conferences and other forums on issues and policy matters that impact the interest of its stakeholders.
Principle 8: Businesses should support inclusive growth and equitable development	
Britannia supports the principle of inclusive growth and equitable development through its Corporate Social Responsibility initiatives and also through its core business.	
1. Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes, details thereof.	Britannia executes its CSR initiatives through various programs/ initiatives, the details of which are given in Annexure-'B' - CSR Report forming part of the Board's Report.
2. Are the programmes/projects undertaken through in-house team/own foundation/ external NGO/ government structures/ any other organization?	The programmes/ projects are undertaken through own foundation and other NGOs as well.
3. Have you done any impact assessment of your initiative?	The Company assesses the impact of the CSR Projects and Programs undertaken at its Board and CSR Committee meetings. An update on the CSR project and programs is placed at the Board and CSR Committee meetings for their review and assessment.

4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?	The Company has spent ₹ 32.44 Crores as part of its CSR initiatives for financial year 2020-21. Details of the projects are provided in Annexure-'B' - CSR Report forming part of Board's Report.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so?	At Britannia, the CSR projects and programs are undertaken after identifying the communities that require development. The Company also interacts with the stakeholders to ensure that its projects are being implemented effectively.
Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner	
Britannia's commitment to provide world-class products to consumers has made it one of the most trusted, valuable and popular brands among Indian consumers in various reputed surveys. Though Britannia has been receiving various awards and appreciations, the award that it cherishes the most is the one given by the consumers. Britannia has been providing value to its consumers since years without any compromise and has put in place effective consumer complaints redressal system. The Company discloses the necessary information on its products to promote consumer awareness, market its products in a responsible manner and exercise due care in utilization of natural resources.	
1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year?	The Company has successfully resolved 92.5 % of the complaints received during the financial year ended 31 March 2021.
2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)?	The Company displays additional information on the product label, over and above the mandated information e.g. product claims, storage directions etc. which varies from product to product. This additional information is provided to keep the consumers aware.
3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year?	As on 31 March 2021, there are no cases pending under Competition Act.
4. Did your Company carry out any consumer survey/ consumer satisfaction trends?	As part of the consumer complaint handling process, the Company carries out consumer satisfaction survey against certain defined attributes. Results are shared with the stakeholders for necessary action to improve the process.

INDEPENDENT AUDITORS' REPORT

To the Members of Britannia Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Britannia Industries Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs of the Company as at 31 March 2021, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.
3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Revenue Recognition (refer note 3(h) and 26 to the standalone financial statements) The revenue of the Company consists primarily of sale of food products that are sold through distributors, modern trade and direct sale channels amongst others. Revenue is recognized when the control of products is transferred to customer and there is no unfulfilled obligation. Owing to the volume of sales transactions, size of the distribution network and varied terms of contracts with customers, revenue is determined to be an area involving significant risk in line with the requirements of the Standards on Auditing and hence, requiring significant auditor attention.	Our key audit procedures around revenue recognition included, and not limited to, the following: • Assessed the appropriateness of the revenue recognition accounting policies of the Company including those relating to rebates and trade discounts, by evaluating compliance with the applicable accounting standards. • Evaluated the design and tested the operating effectiveness of the relevant key controls with respect to revenue recognition including general and specific information technology controls. • Performed substantive testing on selected samples of revenue transactions recorded during the year by testing the underlying documents including contracts, invoices, goods dispatch notes, shipping documents and customer receipts, wherever applicable. • Understood and evaluated the Company's process for recording of the accruals for discounts and rebates and ongoing incentive schemes and tested the year-end provisions made in respect of such schemes.

Key audit matter	How our audit addressed the key audit matter
The management is required to make certain key judgements around determination of transaction price in accordance with the requirements of Ind AS 115, "Revenue from Contracts with Customers" on account of consideration payable to customers in the form of various discount schemes, returns and rebates. The Company and its external stakeholders focus on revenue as a key performance indicator and this could create an incentive for revenue to be overstated or recognised before control has been transferred. Considering the aforesaid significance to our audit and the external stakeholders, revenue recognition has been considered as a key audit matter for the current year's audit.	• Performed analytical review procedures on revenue recognised during the year to identify any unusual and/or material variances. • Performed confirmation procedures on selected invoices outstanding as at the year end. • Tested selected samples of revenue transactions recorded before and after the financial year end date to determine whether the revenue has been recognised in the appropriate financial period. • Tested a sample of manual journal entries posted to revenue ledgers to identify any unusual items. • Evaluated the appropriateness and adequacy of disclosures in the standalone financial statements in respect of revenue recognition in accordance with the applicable requirements.

Key audit matter	How our audit addressed the key audit matter
Related Party Transactions (refer note 45 to the standalone financial statements) The Company has entered into several transactions with related parties during the year ended 31 March 2021 and also has outstanding balances as at the year end. We identified related party transactions as a key audit matter due to the risk with respect to completeness of disclosures made in the standalone financial statements due to a volume of such transactions, recoverability of balances outstanding, compliance with statutory regulations governing related party transactions such as the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the SEBI listing regulations'), and the judgements involved in assessing whether transactions with related parties are undertaken at arms' length.	**Our key audit procedures around related party transactions included, but were not limited to, the following:** Our key audit procedures around related party transactions included, but were not limited to, the following: • Evaluated the design and tested operating effectiveness of the relevant key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standards. • Assessed the compliance with the SEBI listing regulations and the regulations under the Companies Act, 2013, including authorization and approvals as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions, as applicable. In cases where the matter was subject to interpretation, we assessed reasonableness of management's judgement by considering the advice obtained by management from legal practitioners. • On a sample basis, inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. We also assessed the completeness of related parties with reference to the various statutory registers and declarations maintained by the Company's management. • Verified the management's assessment of recoverability of dues from related parties by reference to underlying supporting documents valuation of underlying assets of such entities and settlement of such transactions subsequent to the balance sheet date.

Key audit matter	How our audit addressed the key audit matter
	• On a sample basis, tested the Company's assessment of related party transactions for arms' length pricing. • Considered the adequacy and appropriateness of the disclosures made in the standalone financial statements of related party relationships and transactions in accordance with the requirements of applicable accounting standard.

Key audit matter	How our audit addressed the key audit matter
Litigations, provisions and contingencies (refer note 25 and 36 to the standalone financial statements) The Company is involved in various direct, indirect tax and other litigations ('litigations') that are pending with different statutory authorities. Provisions are recognized when the Company has a present obligation (legal/ constructive) as a result of a past event for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. The aforesaid assessment requires the Management to make judgements and estimates in relation to the matters and exposures arising from a range of matters relating to direct tax, indirect tax, claims, general legal proceedings and other claims against the Company arising in the regular course of business. The level of management judgement associated with determining the need for, and the quantum of, provisions for any liabilities and disclosures of any contingent liabilities arising from these litigations is considered to be high. This judgement is dependent on a number of significant assumptions and assessments which involves interpreting the various applicable rules, regulations, practices and considering precedents in the various jurisdictions, for which the management uses various subject matter experts. In view of the uncertainty relating to the outcome of these litigations, the significance of the amounts involved, and the subjectivity involved in management's judgement, this matter has been considered as a key audit matter for the current year audit.	Our key audit procedures around litigations, provisions and contingencies included, but not limited to, the following: • Assessed the appropriateness of the Company's accounting policies relating to provisions and contingent liability by comparing with the applicable accounting standards. • Evaluated the design and operating effectiveness of the relevant key controls around the recording and assessment of litigations, provisions and contingent liabilities. • Engaged subject matter specialists to gain an understanding of the current status of litigations and monitored changes in the disputes, if any, through discussions with the management and by reading external advice received by the Company from legal counsel, where relevant, to validate management's conclusions. • Obtained and assessed the Company's assumptions and estimates in respect of litigations, including the liabilities or provisions recognized or contingent liabilities disclosed in the standalone financial statements. This involved comparing the same to the assessment of the Auditors' subject matter specialists and assessing the probability of an unfavourable outcome of a given proceeding and the reliability of estimates of related amounts. • On a test basis, performed substantive procedures on the underlying calculations supporting the provisions recorded. • Assessed the appropriateness and adequacy of the disclosures made in relation to related provisions and contingencies in the standalone financial statements.

Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required

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d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;

e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act;

f) we have also audited the internal financial controls with reference to standalone financial statements of the Company as on 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 27 April 2021 as per Annexure II expressed an unmodified opinion; and

g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. the Company, as detailed in note 25 and 36 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2021;

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;

iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021; and

iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership No.: 210122
UDIN: 21210122AAAABE8939

Bengaluru
27 April 2021

ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF BRITANNIA INDUSTRIES LIMITED, ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.

(ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and no material discrepancies between physical inventory and book records were noticed on physical verification.

(iii) The Company has granted unsecured interest loans to companies covered in the register maintained under Section 189 of the Act; and with respect to the same:

(a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the company's interest;

(b) the schedule of repayment of principal and payment of interest has been stipulated and the repayment/receipts of the principal amount and the interest are regular; and

(c) there is no overdue amount in respect of loans granted to such companies.

(iv) In our opinion, the Company has complied with the provisions of Section 186 in respect of loans, investments, guarantees and security. Further, in our opinion, the Company has not entered into any transaction covered under Section 185 of the Act in respect of loans, guarantees and security.

(v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b) The dues outstanding in respect of income-tax, sales-tax, service-tax, goods and service tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Nature of dues	Name of the statute	Amount* (₹)	Amount paid under Protest (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Income Tax Act,1961	28.91	-	1992-2014	High Court
Income Tax	Income Tax Act,1961	15.66	-	1991-2015	Income Tax Appellate Tribunal
Income Tax	Income Tax Act,1961	112.09	-	2012-2019	Appellate authority upto Commissioner Level
Excise Duty	Central Excise Act, 1944	2.68	-	1980-1989	High Court
Service Tax	The Finance Act,1994	1.91	-	2006-2018	Appellate Authority up to Commissioner's level
Goods and Service Tax	Central Goods and Service Tax Act, 2017	0.05	-	2017-18	Appellate Authority up to Commissioner's level
Custom duty	The Customs Act,1962	0.52	0.01	2004-05	Appellate authority upto Commissioner Level-Customs
Sales tax/Value added tax	The Central Sales Tax Act, 1956 / Value added tax acts of various states	0.90	-	1998-2001	Supreme Court of India
Sales tax/Value added tax	The Central Sales Tax Act, 1956 / Value added tax acts of various states	64.76	1.60	2000-2017	High Court
Sales tax/Value added tax	The Central Sales Tax Act, 1956 / Value added tax acts of various states	4.06	1.53	1996-2009	Tribunal
Sales tax/Value added tax	The Central Sales Tax Act, 1956 / Value added tax acts of various states	89.19	8.78	1999-2019	Appellate Authority up to Commissioner's level

(viii) The Company has not defaulted in repayment of loans or borrowings to any banks or dues to debenture holders during the year. The Company does not have any loans or borrowings from financial institution and government during the year.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

(x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) Managerial remuneration has been paid (and)/ provided by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the standalone financial statements etc., as required by the applicable Ind AS.

(xiv) During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) In our opinion, the company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership No.: 210122
UDIN: 21210122AAAABE8939

Bengaluru
27 April 2021

ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF BRITANNIA INDUSTRIES LIMITED, ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Britannia Industries Limited ('the Company') as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

6. A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide

reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership No.: 210122
UDIN: 21210122AAAABE8939

Bengaluru
27 April 2021

STANDALONE BALANCE SHEET

₹ in Crores

As at		Note	31 March 2021	31 March 2020
I	**Assets**			
(1)	**Non-current assets**			
	(a) Property, plant and equipment	4	1,360.02	1,416.02
	(b) Capital work-in-progress	4	111.66	38.92
	(c) Investment property	5	35.28	36.14
	(d) Intangible assets	6	8.54	8.37
	(e) Financial assets			
	(i) Investments	7	1,657.16	2,259.11
	(ii) Loans receivable	8	70.73	192.03
	(iii) Other financial assets	9	0.88	1.20
	(f) Income-tax assets, (net)	35	55.68	59.31
	(g) Other non-current assets	10	101.13	37.09
	Total non-current assets		**3,401.08**	**4,048.19**
(2)	**Current assets**			
	(a) Inventories	11	991.28	633.53
	(b) Financial assets			
	(i) Investments	12	1,292.96	882.06
	(ii) Trade receivables	13	198.36	242.23
	(iii) Cash and cash equivalents	14	77.58	21.76
	(iv) Bank balances other than (iii) above	14	33.22	17.40
	(v) Loans receivable	15	946.09	1,075.73
	(vi) Other financial assets	16	383.50	227.88
	(c) Other current assets	17	91.94	104.56
	Total current assets		**4,014.93**	**3,205.15**
	Total assets		**7,416.01**	**7,253.34**
II	**Equity and liabilities**			
(1)	**Equity**			
	(a) Equity share capital	18	24.09	24.05
	(b) Other equity	19	3,295.44	4,250.60
	Total equity		**3,319.53**	**4,274.65**
(2)	**Liabilities**			
(A)	**Non-current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	20	721.55	722.13
	(ii) Other financial liabilities	21	39.32	30.53
	(b) Deferred tax liabilities, (net)	35	7.85	10.97
	Total non-current liabilities		**768.72**	**763.63**
(B)	**Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	20	1,075.70	479.99
	(ii) Trade payables	22		
	(a) total outstanding dues of micro enterprises and small enterprises		28.44	8.53
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,162.65	878.17
	(iii) Other financial liabilities	23	505.28	414.63
	(b) Other current liabilities	24	128.36	138.13
	(c) Provisions	25	365.63	251.98
	(d) Current tax liabilities, (net)	35	61.70	43.63
	Total current liabilities		**3,327.76**	**2,215.06**
	Total liabilities		**4,096.48**	**2,978.69**
	Total equity and liabilities		**7,416.01**	**7,253.34**
Significant accounting policies		3		

See accompanying notes to the standalone financial statements

As per our report of even date attached

for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N.Venkataraman
Chief Financial Officer

T.V.Thulsidass
Company Secretary
(Membership number:A20927)

Place: Bengaluru
Date : 27 April 2021

STANDALONE STATEMENT OF PROFIT AND LOSS

₹ in Crores

For the year ended		Note	31 March 2021	31 March 2020
I	**Revenue from operations**			
	Sale of goods / Income from operations	26	12,113.65	10,820.57
	Other operating revenues	26	265.18	166.11
			12,378.83	**10,986.68**
II	**Other income**	27	292.70	335.43
III	**Total Income (I+II)**		**12,671.53**	**11,322.11**
IV	**Expenses:**			
	Cost of materials consumed	28	5,509.69	5,052.67
	Purchases of stock-in-trade	29	1,908.50	1,543.55
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	30	(43.22)	61.51
	Employee benefits expense	31	402.85	368.87
	Finance costs	32	97.81	65.17
	Depreciation and amortisation expense	4, 5, 6	166.77	151.69
	Other expenses	33	2,249.69	2,189.39
	Total expenses		**10,292.09**	**9,432.85**
V	**Profit before exceptional items and tax (III-IV)**		**2,379.44**	**1,889.26**
VI	**Exceptional items [(Income)/Expense]**	34	-	**(19.00)**
VII	**Profit before tax (V-VI)**		**2,379.44**	**1,908.26**
VIII	**Tax expense:**			
	(i) Current tax	35	622.53	416.86
	(ii) Deferred tax	35	(3.12)	7.10
			619.41	**423.96**
IX	**Profit for the year (VII-VIII)**		**1,760.03**	**1,484.30**
X	**Other comprehensive income**			
	Items that will not be reclassified subsequently to statement of profit or loss			
	Remeasurements of the net defined benefit (liability)/asset		3.27	(5.90)
	Income-tax relating to items not to be reclassified subsequently to statement of profit or loss		(0.85)	1.31
	Other comprehensive income, net of tax		**2.42**	**(4.59)**
XI	**Total comprehensive income for the year (IX+X)**		**1,762.45**	**1,479.71**
	Earnings per share (face value of ₹ 1 each)	42		
	Basic [in ₹]		73.12	61.75
	Diluted [in ₹]		73.09	61.73
	Weighted average number of equity shares used in computing earnings per share:			
	- Basic		240,716,747	240,379,360
	- Diluted		240,800,190	240,438,381
Significant accounting policies		3		

See accompanying notes to the standalone financial statements

As per our report of even date attached

for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N.Venkataraman
Chief Financial Officer

T.V.Thulsidass
Company Secretary
(Membership number:A20927)

Place: Bengaluru
Date : 27 April 2021

STANDALONE STATEMENT OF CHANGES IN EQUITY

₹ in Crores

Particulars	Equity share capital	Other equity							Other comprehensive income		Total equity attributable to equity holders of the Company
		Surplus									
		Securities premium	Retained earnings	Capital reserve	Capital redemption reserve	Debenture redemption reserve	General reserve	Share options outstanding account	Equity instruments through OCI	Other items of OCI	
Balance as at 1 April 2019	24.03	85.57	3,163.18	0.43	3.96	-	745.31	19.93	-	(2.96)	4,039.45
Changes in equity for the year ended 31 March 2020											
Increase in share capital on exercise of employee stock options	0.02	-	-	-	-	-	-	-	-	-	0.02
Share based payment [Refer note 31]	-	-	-	-	-	-	-	21.58	-	-	21.58
Transfer to general reserve	-	-	(148.43)	-	-	-	-	-	-	-	(148.43)
Transfer from retained earnings	-	-	-	-	-	-	148.43	-	-	-	148.43
Transfer to securities premium on issue of equity shares	-	23.95	-	-	-	-	-	-	-	-	23.95
Transfer to Debenture redemption reserve on issue of bonus debentures	-	-	(180.24)	-	-	180.24	-	-	-	-	-
Transfer to securities premium from share options outstanding account	-	7.10	-	-	-	-	-	(7.10)	-	-	-
Dividends (including dividend distribution tax)	-	-	(422.27)	-	-	-	-	-	-	-	(422.27)
Issue of bonus debentures (including dividend distribution tax)	-	-	(867.79)	-	-	-	-	-	-	-	(867.79)
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	-	-	(4.59)	(4.59)
Profit for the year	-	-	1,484.30	-	-	-	-	-	-	-	1,484.30
Balance as at 31 March 2020	24.05	116.62	3,028.75	0.43	3.96	180.24	893.74	34.41	-	(7.55)	4,274.65

Particulars	Equity share capital	Other equity							Other comprehensive income		Total equity attributable to equity holders of the Company
		Surplus									
		Securities premium	Retained earnings	Capital reserve	Capital redemption reserve	Debenture redemption reserve	General reserve	Share options outstanding account	Equity instruments through OCI	Other items of OCI	
Balance as at 1 April 2020	24.05	116.62	3,028.75	0.43	3.96	180.24	893.74	34.41	-	(7.55)	4,274.65
Changes in equity for the year ended 31 March 2021											
Increase in share capital on exercise of employee stock options	0.04	-	-	-	-	-	-	-	-	-	0.04
Share based payment [Refer note 31]	-	-	-	-	-	-	-	18.94	-	-	18.94
Transfer to securities premium on issue of equity shares	-	103.11	-	-	-	-	-	-	-	-	103.11
Transfer to securities premium from share options outstanding account	-	25.25	-	-	-	-	-	(25.25)	-	-	-
Dividends	-	-	(2,839.66)	-	-	-	-	-	-	-	(2,839.66)
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	-	-	2.42	2.42
Profit for the year	-	-	1,760.03	-	-	-	-	-	-	-	1,760.03
Balance as at 31 March 2021	24.09	244.98	1,949.12	0.43	3.96	180.24	893.74	28.10	-	(5.13)	3,319.53

See accompanying notes to the standalone financial statements
As per our report of even date attached

for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N.Venkataraman
Chief Financial Officer

T.V.Thulsidass
Company Secretary
(Membership number:A20927)

Place: Bengaluru
Date : 27 April 2021

STANDALONE STATEMENT OF CASH FLOW

₹ in Crores

For the year ended	31 March 2021	31 March 2020
Cash flow from operating activities		
Profit before tax	2,379.44	1,908.26
Adjustments for :		
Depreciation and amortisation expense	166.77	151.69
Share based payment expense	18.94	21.58
Net gain on financial asset measured at fair value through statement of profit and loss	(60.75)	(81.42)
(Profit) / Loss on sale of property, plant and equipment	(0.09)	(0.17)
Reversal of provision for diminution in value of investment,net (Refer note 34)	-	(19.00)
Dividend income	-	(66.47)
Interest income	(219.52)	(168.67)
Finance costs	97.81	65.17
	2,382.60	**1,810.97**
Changes in		
Inventories	(357.75)	85.36
Trade receivables	43.87	108.73
Loans receivable, other financial assets, other bank balances and other assets	(167.61)	(30.26)
Accounts payables, other financial liabilities, other liabilities and provisions	478.84	157.18
Cash generated from operating activities	**2,379.95**	**2,131.98**
Income-tax paid, net of refund	(601.68)	(472.30)
Net cash generated from operating activities	**1,778.27**	**1,659.68**
Cash flow from investing activities		
Acquisition of property, plant and equipment and intangible assets	(230.12)	(225.05)
Proceeds from sale of property, plant and equipment	0.28	0.68
Sale / (Purchase) of investments, net	272.80	(1,363.65)
Investment in subsidiaries, net	(21.00)	(31.43)
Inter- corporate deposits placed	(1,193.00)	(1,252.00)
Inter-corporate deposits redeemed	1,441.00	1,122.00
Interest received	230.68	114.64
Dividend received	-	66.47
Net cash generated from / (used in) investing activities	**500.64**	**(1,568.34)**
Cash flow from financing activities		
Interest paid	(88.14)	(24.93)
Proceeds from share allotment	103.15	23.97
Principal payment of lease liabilities	(0.81)	(0.44)
Interest paid on lease liabilities	(0.33)	(0.18)
Issue of bonus debentures	-	720.95
Proceeds from borrowings, net*	587.04	474.40
Dividends paid (including dividend distribution tax)	(2,823.75)	(420.23)
Payment of bonus debentures (including dividend distribution tax)	-	(867.79)
Net cash used in financing activities	**(2,222.84)**	**(94.25)**
Net change in cash and cash equivalents	**56.07**	**(2.91)**
Cash and cash equivalents at beginning of the year	20.22	23.13
Cash and cash equivalents at end of the year (net of bank overdraft)	**76.29**	**20.22**

STANDALONE STATEMENT OF CASH FLOW

₹ in Crores

For the year ended	31 March 2021	31 March 2020
Note:		
Cash and cash equivalents at the end of the year [Refer note 14]	77.58	21.76
Bank overdraft [Refer note 20]	(1.29)	(1.54)
	76.29	**20.22**
Debt reconciliation statement in accordance with Ind AS 7		
Current borrowings		
Opening balance	479.99	-
Proceeds from borrowings, net	587.59	474.26
Non-cash change (fair value)	8.12	5.73
Closing balance	**1,075.70**	**479.99**
Non - current borrowings and Certain components of other financial liabilities		
Opening balance	723.93	1.74
Proceeds from borrowings, net	(1.61)	722.19
Closing balance	**722.32**	**723.93**

* Bank Overdraft amounting to ₹ 1.29 (31 March 2020 ₹ 1.54) is shown under cash and cash equivalent as per requirement of Ind AS 7, hence proceeds from borrowings under financing activity is excluding the movement in bank overdraft.

Significant accounting policies [Refer note 3]

See accompanying notes to the standalone financial statements

As per our report of even date attached

for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N.Venkataraman
Chief Financial Officer

T.V.Thulsidass
Company Secretary
(Membership number:A20927)

Place: Bengaluru
Date : 27 April 2021

NOTES TO STANDALONE FINANCIAL STATEMENTS

1 Reporting entity

Britannia Industries Limited (the 'Company') is a company domiciled in India, with its registered office situated at 5/1A, Hungerford Street, Kolkata, West Bengal - 700017. The Company has been incorporated under the provisions of Indian Companies Act and its equity shares are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE) in India. The Company is primarily involved in manufacturing and sale of various food products.

2 Basis of preparation

A. Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules 2015, as amended, notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The standalone financial statements were authorised for issue by the Company's Board of Directors on 27 April 2021.

Details of the Company's accounting policies are included in Note 3.

B. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest crores, unless otherwise indicated.

C. Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Share-based payments	Fair value
Net defined benefit asset/(liability)	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and judgements

In preparing these standalone financial statements, the Company has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- Note 37 - leases: whether an arrangement contains a lease and lease classification

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2021 is included in the following notes:

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

- Note 46 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 41 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 4 - useful life of property, plant and equipment
- Notes 7 to 9 and Notes 12,13,15 and 16 - impairment of financial assets.

E. Measurement of fair values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 5 - investment property
- Note 18 (d) - share-based payments
- Note 54 - financial instruments.

3. Significant accounting policies

(a) Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment, are measured at cost (which includes capitalised borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, duties, taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the item to its intended working condition and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value using straight line method over the useful lives of assets estimated by the Company based on an internal technical evaluation performed by the Company and is recognised in the Statement of Profit and Loss. Assets acquired under lease are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Depreciation for assets purchased / sold during the period is proportionately charged.

The range of estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life
Plant and equipment	7.5 - 15 years
Furniture and fixtures	10 years
Motor vehicles	8 years
Office equipment	3 - 5 years
Buildings	30 - 60 years
Leasehold land	Lease period

Freehold land is not depreciated.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

iv. Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of classification.

v. Capital work-in-progress

Capital work-in-progress includes cost of property, plant and equipment/ intangible assets under installation / under development as at the balance sheet date.

(b) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

The Company depreciates investment properties on a straight-line basis over the useful life of the asset as specified in the table above.

Any gain or loss on disposal of an investment property is recognised in the Statement of Profit and Loss.

The fair values of investment property is disclosed in the notes acccompanying these financial statements. Fair values are determined by an independent valuer who holds recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

(c) Intangible assets

Internally generated: Research and development

Expenditure on research activities is recognised in the Statement of Profit and Loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete the development and to use or sell the asset. Otherwise, it is recognised in the Statement of Profit and Loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and accumulated impairment losses, if any.

Others

Other intangible assets including those acquired by the Company in a business combination are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and accumulated impairment losses, if any.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight- line method, and is included in depreciation and amortisation in Statement of Profit and Loss.

The estimated useful lives are as follows:

Asset	Useful life
Computer software	6 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

(d) Impairment

(i) Financial assets

The Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through Statement of Profit and Loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the Statement of Profit and Loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

(ii) Non -financial assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generated units to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

(e) Leases

Effective 1 April 2019, the Company has applied Ind AS 116, which replaces the erstwhile lease standard, Ind AS 17 Leases and other interpretations. The Company at the inception of a contract, assesses whether a contract, is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Ind AS 116 introduces a single balance sheet lease accounting model for lessees. A lessee recognises a Right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The Company does not recognise right-of-use of assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense on a straight line basis over the lease term. Lessor accounting remains similar to the accounting under the previous standard i.e. lessor continues to classify leases as finance or operating lease. This policy is applied to contracts entered into, or changed, on or after 1 April 2019. For contracts entered into before 1 April 2019, the determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the useful life or the end of the lease term. The estimated useful life of the right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company

is reasonably certain to exercise that option and payment of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. Subsequent to initial measurement, the liability is reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero. On the Balance Sheet, right-of-use assets have been included under property, plant and equipment and lease liabilities have been included under borrowings & other financial liabilities.

As a lessor

Lease income from operating leases, where the Company is a lessor, is recognised on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflation.

(f) Inventories

Inventories are valued at the lower of cost (including prime cost, non-refundable taxes and duties and other overheads incurred in bringing the inventories to their present location and condition) and estimated net realisable value, after providing for obsolescence, where appropriate. The comparison of cost and net realisable value is made on an item-by-item basis. The net realisable value of materials in process is determined with reference to the selling prices of related finished goods. Raw materials, packing materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realisable value.

The provision for inventory obsolescence is assessed regularly based on estimated usage and shelf life of products.

Raw materials, packing materials and stores and spares are valued at cost computed on moving weighted average basis. The cost includes purchase price, inward freight and other incidental expenses net of refundable duties, levies and taxes, where applicable.

Work-in-progress is valued at input material cost plus conversion cost as applicable.

Finished goods and stock-in-trade are valued at the lower of net realisable value and cost (including prime cost, non-refundable taxes and duties and other overheads incurred in bringing the inventories to their present location and condition), computed on a moving weighted average basis.

(g) Financial instruments

i. Recognition and initial measurement

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

ii. Classification and subsequent measurement

Financial assets

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Investment in subsidiaries, joint venture and associates

Investment in equity shares in subsidiaries, joint venture and associates is carried at cost in the financial statements.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the Statement of Profit and Loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

(h) Revenue recognition

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation"

(i) Sale of goods:

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon delivery at the customer premises. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Company is unable to make a reasonable estimate of return, revenue is recognised when the return period lapses or a reasonable estimate can be made. A refund liability and an asset for recovery is recognised for these contracts and presented separately in the balance sheet.

(ii) Deferred revenue:

The Company has a customer loyalty programme for select customers. The Company grants credit points to those customers as part of a sales transaction which allows them to accumulate and redeem those credit points. The consideration is allocated between the loyalty programme and the goods based on their relative stand-alone selling prices. The credit points have been deferred and will be recognised as revenue when the reward points are redeemed or lapsed.

(iii) Income from royalties are recognised based on contractual agreements.

(iv) Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(v) For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the Statement of Profit and Loss.

(i) Business combination

Business combinations arising from transfers of interest in entities that are under the control of the shareholder who control the Company are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose comparatives are revised. The assets and liabilities acquired are recognised at their carrying amounts. The identity of the reserves is preserved and they appear in the financial statements of the Company in the same form in which they appeared in the financial statements of the acquired entity. The difference, if any, between the value of net assets and the consequent reduction in value of investment held by the Company is transferred to the capital reserve or to the accumulated balance of profit and loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

(j) Foreign currencies

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(k) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue, it is recognised in the Statement of Profit and Loss on a systematic basis over the periods to which they relate. When the grant relates to an asset, it is treated as deferred income and recognised in the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

(l) Income tax

Income tax comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction.

- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

(m) Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of those property, plant and equipment which necessarily takes a substantial period of time to get ready for their intended use are capitalised. All other borrowing costs are expensed in the period in which they incur in the Statement of Profit and Loss.

(n) Provisions and contingent liabilities

i. General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can Ac5eon of eng amount oe the obligati. W when thd

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NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

ii. Post-employment benefits

Contributions to defined contribution schemes such as Provident Fund, Pension Fund, etc., are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, Provident Fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, after considering the accumulated reserves with the Trust, shall be made good by the Company. To this extent, the Provident Fund scheme could be considered as a defined benefit plan. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions. The Company also provides for post-employment defined benefit in the form of gratuity and medical benefits. The cost of providing benefit is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognised in net profit in the Statement of Profit and Loss.

The Britannia Industries Limited Covenanted Staff Pension Fund Trust ('BILCSPF') and Britannia Industries Limited Officers' Pension Fund Trust ('BILOPF') were established by the Company to administer pension schemes for its employees. These trusts are managed by the Trustees. The Pension Scheme is applicable to all the managers and officers of the Company who have been employed up to the date of 15 September 2005 and any manager or officer employed after that date, if he has opted for the membership of the Scheme. The Company makes a contribution of 15% of basic salary in respect of the members, each month to the trusts. On retirement, subject to the vesting conditions as per the rules of the trust, the member becomes eligible for pension, which is paid from annuity purchased in the name of the member by the trusts.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 1 January every year using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

iv. Voluntary retirement scheme benefits

Voluntary retirement scheme benefits are recognised as an expense in the year they are incurred.

(p) Share-based payments

The cost of equity-settled transactions is determined by the fair value on the date when the grant is made using an appropriate valuation model. That cost is recognised in employee benefits expense, together with a corresponding increase in share-based payment (share options outstanding account) reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

(q) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, cheques on hand and demand deposits with banks with original maturities of three months or less.

(r) Earnings per share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented in case of share splits.

(s) Cash flow statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

(t) Recent accounting pronouncements

On 24 March 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

Note 4 - Property, plant and equipment and capital work-in-progress

Reconciliation of carrying amount

₹ in Crores

Description		Gross carrying amount						Accumulated depreciation					Carrying amounts (net)
		As at 1 April 2020	Transition impact of Ind AS 116 (e)	Additions	Disposals	Adjustment	As at 31 March 2021	As at 1 April 2020	Depreciation for the year	Disposals	Adjustment	As at 31 March 2021	As at 31 March 2021
Own assets													
Freehold land		96.10	-	-	-	-	96.10	-	-	-	-	-	96.10
Buildings	(a)	574.90	-	14.52	0.02	-	589.40	62.59	20.15	0.02	-	82.72	506.68
Plant and equipment		1,071.35	-	74.40	5.08	2.29	1,142.96	452.51	131.52	4.90	-	579.13	563.83
Furniture and fixtures		26.15	-	0.51	0.06	-	26.60	10.52	2.58	0.05	-	13.05	13.55
Motor vehicles		1.26	-	-	-	-	1.26	0.76	0.16	-	-	0.92	0.34
Office equipment		32.24	-	5.96	0.03	-	38.17	23.94	5.47	0.03	-	29.38	8.79
Right of use assets													
Leasehold land	(b)	167.28	-	9.23	-	-	176.51	4.52	2.45	-	-	6.97	169.54
Motor vehicles	(d)	2.12	-	0.39	0.15	-	2.36	0.54	0.78	0.15	-	1.17	1.19
Total		1,971.40	-	105.01	5.34	2.29	2,073.36	555.38	163.11 (c)	5.15	-	713.34	1,360.02

Description		Gross carrying amount						Accumulated depreciation					Carrying amounts (net)
		As at 1 April 2019	Transition impact of Ind AS 116 (e)	Additions	Disposals	Adjustment	As at 31 March 2020	As at 1 April 2019	Depreciation for the year	Disposals	Adjustment	As at 31 March 2020	As at 31 March 2020
Own assets													
Freehold land		96.10	-	-	-	-	96.10	-	-	-	-	-	96.10
Buildings	(a)	536.08	-	38.82	-	-	574.90	43.46	19.13	-	-	62.59	512.31
Plant and equipment		891.29	-	184.26	4.20	-	1,071.35	337.78	118.62	3.89	-	452.51	618.84
Furniture and fixtures		25.58	-	0.59	0.02	-	26.15	7.97	2.56	0.01	-	10.52	15.63
Motor vehicles		1.22	-	0.04	-	-	1.26	0.60	0.16	-	-	0.76	0.50
Office equipment		29.27	-	2.98	0.01	-	32.24	18.53	5.42	0.01	-	23.94	8.30
Right of use assets													
Leasehold land	(b)	114.38	18.70	34.20	-	-	167.28	2.30	2.22	-	-	4.52	162.76
Motor vehicles	(d)	0.92	-	1.70	0.50	-	2.12	0.35	0.50	0.31	-	0.54	1.58
Total		1,694.84	18.70	262.59	4.73	-	1,971.40	410.99	148.6 (c)	4.22	-	555.38	1,416.02

₹ in Crores

Capital work-in-progress (f)

Particulars	31 March 2021	31 March 2020
Carrying amount		
Opening carrying amount	38.92	64.91
Additions	97.73	54.75
Assets capitalised	23.40	80.74
Adjustment	1.59	-
Closing carrying amount	**111.66**	**38.92**

Notes:

(a) Buildings include fully paid unquoted shares and bonds in respect of ownership of flats in 1 Co-operative Housing Society (31 March 2020: 1 Co-operative Housing Society); 10 shares (31 March 2020: 10 shares) of ₹ 50/- each.

(b) Agreement in respect of leasehold land as at 31 March 2021 : one location (31 March 2020 : one location) is in the process of renewal.

(c) Depreciation:

	31 March 2021	31 March 2020
Depreciation charge for the year	163.11	148.61
Depreciation charge on investment property for the year [Refer note 5]	0.86	0.86
Amortisation for the year [Refer note 6]	2.80	2.93
Transfer from capital subsidy [Refer note 3 (k) and 47]	-	(0.71)
Depreciation and amortisation charge for the year	**166.77**	**151.69**

(d) Also Refer to note 20, 23(a) and 37(b)

(e) On account of adoption of Ind AS 116 in the previous year (Refer note 3 (e)), existing prepaid lease rentals were re-classified as Right of use assets. Since these are entirely prepaid, the Company does not have any future lease liability towards the same.

(f) Also Refer to note 36(ii)(a)

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 5 - Investment property

Reconciliation of carrying amount

Particulars	31 March 2021	31 March 2020
Gross carrying amount		
Opening gross carrying amount	38.24	37.37
Additions during the year	-	0.87
Closing gross carrying amount	**38.24**	**38.24**
Accumulated depreciation		
Opening accumulated depreciation	2.10	1.24
Depreciation charge during the year	0.86	0.86
Closing accumulated depreciation	**2.96**	**2.10**
Net carrying amount	**35.28**	**36.14**

The fair value of investment property is ₹ 44.98 (31 March 2020: ₹ 43.92) and the same has been determined by an external independent property valuer having appropriate recognised professional qualifications. The fair value measurement for investment property has been categorised as Level 2 fair value based on the inputs to the valuation technique used. The valuation techniques used for determining the fair value of the property was based on the prevailing market price of similar property in the same locality. The above investment property includes a sub lease asset and rental income amounting to ₹ 2.97 (31 March 2020: ₹ 2.97) has been recognised in the Statement of Profit and Loss [Other receipts - Refer Note 27].

Note 6 - Intangible assets

Reconciliation of carrying amount

Description	Gross carrying amount				Accumulated amortisation				Carrying amounts (net)
	As at 1 April 2020	Additions	Disposals	As at 31 March 2021	As at 1 April 2020	Amortisation for the year	Disposals	As at 31 March 2021	As at 31 March 2021
Own assets									
Trademarks	0.03	-	-	0.03	-	-	-	-	0.03
Designs	0.01	-	-	0.01	-	-	-	-	0.01
Computer software	27.43	2.97	-	30.40	19.10	2.80	-	21.90	8.50
Total	**27.47**	**2.97**	**-**	**30.44**	**19.10**	**2.80**	**-**	**21.90**	**8.54**

Description	Gross carrying amount				Accumulated amortisation				Carrying amounts (net)
	As at 1 April 2019	Additions	Disposals	As at 31 March 2020	As at 1 April 2019	Amortisation for the year	Disposals	As at 31 March 2020	As at 31 March 2020
Own assets									
Trademarks	0.03	-	-	0.03	-	-	-	-	0.03
Designs	0.01	-	-	0.01	-	-	-	-	0.01
Computer software	23.75	3.68	-	27.43	16.17	2.93	-	19.10	8.33
Total	**23.79**	**3.68**	**-**	**27.47**	**16.17**	**2.93**	**-**	**19.10**	**8.37**

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 7 - Non-current investments

	Face value per share / unit	Units / Nos. As at 31 March 2021	Units / Nos. As at 31 March 2020	Amount As at 31 March 2021	Amount As at 31 March 2020
Unquoted					
(i) Investments in equity instruments (fully paid)					
At cost less provision for other than temporary impairment					
Subsidiaries					
Sunrise Biscuit Company Private Limited	₹ 10	14,049,650	14,049,650	14.03	14.03
J B Mangharam Foods Private Limited	₹ 10	354,136	354,136	0.54	0.54
International Bakery Products Limited	₹ 10	1,320,009	1,320,009	1.75	1.75
Manna Foods Private Limited	₹ 10	4,875,001	4,875,001	4.67	4.67
Britannia Dairy Private Limited	₹ 10	5,779,999	5,779,999	70.02	70.02
Boribunder Finance and Investments Private Limited	₹ 10	2,670,999	2,670,999	2.58	2.58
Britchip Foods Limited *	₹ 10	90,000,000	69,000,000	90.00	69.00
Britannia Nepal Private Limited	NPR 100	8,800,000	8,800,000	55.00	55.00
Britannia Bangladesh Private Limited **	TK.10	409,999	409,999	0.34	0.34
Britannia Dairy Holdings Private Limited, Mauritius	USD 1	2,000	2,000	0.01	0.01
				238.94	217.94
Ganges Vally Foods Private Limited ***	₹ 10	25,558,639	25,558,639	26.02	26.02
Less: Provision for impairment in value of investments [Refer note 34]				(16.00)	(16.00)
				10.02	10.02
Britannia and Associates (Mauritius) Private Limited, Mauritius	USD 1	24,372,087	24,372,087	121.69	121.69
Less: Provision for impairment in value of investments [Refer note 34]				-	-
				121.69	121.69
Associates					
Nalanda Biscuits Company Limited	₹ 10	87,500	87,500	0.28	0.28
Sunandaram Foods Private Limited	₹ 10	459,800	459,800	14.50	14.50
				14.78	14.78
				385.43	364.43
(ii) Investments in preference shares (fully paid)					
At amortised cost					
Subsidiaries					
Britannia Dairy Private Limited - 10% Non-cumulative Redeemable preference shares	₹ 10	6,000,000	6,000,000	6.00	6.00
Britannia Dairy Holdings Private Limited, Mauritius - Class C - preference shares	USD 1	7,411,000	7,411,000	0.05	0.05
				6.05	6.05
(iii) Investments in debentures / bonds / mutual funds					
At cost					
Subsidiaries					
International Bakery Products Limited - 0% Unsecured Convertible Debentures	₹ 100,000	582	582	5.82	5.82

* During the year ended 31 March 2021, the Company invested ₹ 21.00 (31 March 2020: ₹ 18.00) in Britchip Foods Limited and holds 60% stake in the entity as at the balance sheet date.

** During the year ended 31 March 2021, the Company invested ₹ Nil (31 March 2020: ₹ 0.34) in Britannia Bangladesh Private Limited and holds 100% stake in the entity as at the balance sheet date.

*** During the year ended 31 March 2021, the Company invested ₹ Nil (31 March 2020: ₹ 15.41) in Ganges Vally Foods Private Limited. The Company holds a total stake of 98.66% (31 March 2020: 98.66%) in the entity as at the balance sheet date. Also Refer note 34.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
At fair value through profit and loss		
(i) Investments in mutual funds	221.12	503.88
(ii) Investments with insurance companies	15.40	14.61
At amortised cost		
(i) Investments in debentures / bonds	1,000.10	1,338.89
(ii) Investments in tax free bonds	14.11	14.11
(iii) Investments in government securities	9.13	11.32
Total long-term investments	**1,657.16**	**2,259.11**
Total quoted non-current investments	-	-
Total unquoted non-current investments	1,657.16	2,259.11
	1,657.16	**2,259.11**
Aggregate provision for impairment in value of investments	16.00	16.00
Aggregate market value of quoted non-current investments	-	-

Note 8 - Loans receivable

Unsecured		
Loans to related parties *	-	1.04
Inter-corporate deposits [Refer note 39(b)]	58.00	176.00
Security deposits	12.73	15.83
Other loans	-	0.20
Less: Provision for impairment	-	1.04
	70.73	**192.03**

* Forms a part of outstanding balances as disclosed under note 45.

Note 9 - Other financial assets

Other deposits	0.88	1.20
	0.88	**1.20**

Note 10 - Other non-current assets

Unsecured		
Considered good:		
Capital advances	81.88	18.73
Advances other than capital advances		
- Advances to statutory authorities	17.12	16.56
Others		
- Prepaid rent	0.09	0.13
- Receivable from others	2.04	1.67
Considered doubtful:		
Advances to others	8.93	8.93
Less: Provision for impairment	(8.93)	(8.93)
	101.13	**37.09**

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 11 - Inventories*		
Raw materials	624.98	319.92
Packing materials	70.24	61.92
Work-in-progress	0.04	0.95
Finished goods	213.18	168.60
Goods-in-transit (Finished goods)	3.96	7.69
Stock-in-trade	47.50	44.22
Stores and spare parts	31.38	30.23
	991.28	**633.53**

* Refer note 3 (f) for mode of valuation for inventories.

The write down of inventories to net realisable value amounted to ₹ 0.07 (31 March 2020: ₹ 1.15). The write down is included in Cost of materials consumed or Changes in inventories of finished goods,work-in-progress and stock- in-trade.

Note 12 - Current investments		
At fair value through profit and loss		
(i) Investments in mutual funds	1,278.97	780.16
At amortised cost		
(i) Investments in debentures / bonds	11.80	100.93
(ii) Investments in government securities	2.19	0.97
Total current investments	**1,292.96**	**882.06**
Total quoted current investments	-	-
Total unquoted current investments	1,292.96	882.06
	1,292.96	**882.06**
Note 13 - Trade receivables*		
Unsecured	200.72	244.03
	200.72	**244.03**
Less: Provision for impairment	2.36	1.80
	198.36	**242.23**

The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 54.

* Includes receivable from related parties [Refer note 45].

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 14 - Cash and bank balances		
Cash and cash equivalents:		
- Cash on hand	0.01	0.01
- Cheques on hand	0.58	8.92
- Current accounts	76.99	12.83
	77.58	**21.76**
Other bank balances:		
- Unpaid dividend accounts #	29.32	13.41
- Unclaimed debenture interest #	0.86	0.06
- Unclaimed debenture redemption proceeds #	-	1.19
- Deposit accounts	3.04	2.74
	33.22	**17.40**
	110.80	**39.16**
# Refer note 49		
Note 15 - Loans receivable		
Unsecured		
Inter-corporate deposits [Refer note 39(b)] *	941.00	1,071.00
Security deposits	5.00	4.64
Loans to others	0.09	0.09
	946.09	**1,075.73**
* Forms a part of outstanding balances as disclosed under note 45.		
Note 16 - Other financial assets		
Interest accrued but not due	84.78	95.94
Incentives recoverable*	298.72	131.94
	383.50	**227.88**
*Incentives recoverable in accordance with the State Industrial Policy of certain States.		
Note 17 - Other current assets		
Unsecured, considered good		
Advances other than capital advances		
- Advances to related parties *	11.69	12.03
- Advance for supply of goods	2.17	3.36
- Advances to contract packers	14.55	25.31
- Employee benefits - gratuity, net [Refer note 46(b)]	4.54	-
Others		
- Prepayments	19.01	14.52
- Balance with government authorities	11.11	13.92
- Other advances	28.87	35.42
	91.94	**104.56**
* Forms a part of outstanding balances as disclosed under note 45.		

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 18 - Equity share capital		
Equity shares		
Authorised	**50.00**	**50.00**
[500,000,000 equity shares of ₹ 1/- each (31 March 2020: 500,000,000 equity shares of ₹ 1/- each)] [Refer note 43]		
Issued, subscribed and paid-up		
Equity shares fully paid-up	24.09	24.05
[240,868,296 equity shares of ₹ 1/- each (31 March 2020: 240,468,296 equity shares of ₹ 1/- each)]*		
* Of the total fully paid up equity shares: 121,732,190 equity shares of ₹ 1/- each (31 March 2020: 121,732,190 equity shares of ₹ 1/- each) are held by the subsidiaries of The Bombay Burmah Trading Corporation Limited, the ultimate holding company [Refer note (a) below]		

Rights, preferences and restrictions attached to the equity shares:

- The Company has only one class of shares referred to as equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share.
- The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shareholders holding more than 5% of total number of equity shares, including amount [Refer note (b) below].

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year [Refer note (c) below].

The number of options that can be granted under the Britannia Employee Stock Option Scheme, was increased from 875,000 to 1,775,000 before sub-division and to 3,550,000 after sub-division in the year 2019. Out of this, 2,550,000 options (of ₹ 1 each) have been granted and 1,966,666 options (of ₹ 1 each) were exercised till 31 March 2021. 83,334 shares of ₹ 1 each were allotted on 12 June 2020 at an exercise price of ₹ 1,766.65/-, 90,000 shares of ₹ 1 each were allotted on 7 July 2020 at an exercise price of ₹ 2,732.05/-, 84,000 shares of ₹ 1 each were allotted on 28 July 2020 at an exercise price of ₹ 2,732.05/-, 26,000 shares of ₹ 1 each were allotted on 2 November 2020 at an exercise price of ₹ 2,732.05/- and 116,666 shares of ₹ 1 each were allotted on 2 November 2020 at an exercise price of ₹ 2,896.05/- respectively.

Also Refer note 43 and 49.

	24.09	**24.05**

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Notes:

(a) Shares in respect of equity in the Company held by its holding or ultimate holding company, including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate:

As at	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
Holding Company				
Associated Biscuits International Limited (ABIL), UK	107,809,000	10.78	107,809,000	10.78
Subsidiaries of holding company				
Bannatyne Enterprises Pte Limited, Singapore	2,783,110	0.28	2,783,110	0.28
Dowbiggin Enterprises Pte Limited, Singapore	2,785,020	0.28	2,785,020	0.28
Nacupa Enterprises Pte Limited, Singapore	2,785,020	0.28	2,785,020	0.28
Spargo Enterprises Pte Limited, Singapore	2,785,020	0.28	2,785,020	0.28
Valletort Enterprises Pte Limited, Singapore	2,785,020	0.28	2,785,020	0.28
	121,732,190	**12.18**	**121,732,190**	**12.18**

(b) Details of shareholders holding more than 5% of total number of equity shares:

As at	31 March 2021		31 March 2020	
	Number of shares	% holding	Number of shares	% holding
Associated Biscuits International Limited (ABIL), UK	107,809,000	44.76%	107,809,000	44.83%

(c) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year:

As at	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
Opening balance at the beginning of the reporting year	240,468,296	24.05	240,318,294	24.03
Shares issued under the Employee Stock Option Scheme	400,000	0.04	150,002	0.02
Closing balance at the end of the reporting year	**240,868,296**	**24.09**	**240,468,296**	**24.05**

(d) Share based payments

During the financial year 2008-09, the Company introduced Britannia Industries Limited Employee Stock Option Scheme ('the Scheme'). As per the Scheme, the Remuneration / Compensation Committee grants options to the employees and Executive Directors of the Company. The vesting period of the option is one to three years from the date of grant. Options granted under the Scheme can be exercised within a period of three years from the date of vesting.

Under the Scheme, the Company granted 15,000 options on 29 October 2008 at an exercise price of ₹ 1,125.30/-; 15,000 options on 27 May 2009 at an exercise price of ₹ 1,698.15/-; 20,000 options on 27 May 2010 at an exercise price of ₹ 1,668.55/-; 125,000 options on 27 May 2011 at an exercise price of ₹ 391.75/-; 100,000 options on 28 May 2012 at an exercise price of ₹ 528.75/-; 50,000 options on 26 May 2014 at an exercise price of ₹ 870.35/-, 75,000 options on 21 May 2015 at an exercise price of ₹ 2,332.05/-, 100,000 options on 30 June 2016 at an exercise price of ₹ 2,771.40/-, 125,000 options on 25 May 2017 at an exercise price of ₹ 3,533.30/-, 150,000 options on 15 May 2018 at an exercise price of ₹ 5,464.10/-, 350,000 options on 1 May 2019 at an exercise price of ₹ 2,896.05/- and 250,000 options on 2 June 2020 at an exercise price of ₹ 3,434.85/- to the Managing Director of the Company. Each option represents one equity share of ₹ 10/- each (for options granted between the years 2008 to 2010) and one equity share of ₹ 2/- each (for options granted between the years 2011 to 2018) and one equity share of ₹ 1/- each (for options granted after the year 2018). The said price was determined in accordance with the pricing formula approved by the shareholders i.e. the latest available closing price, prior to the date of the meeting of the Board of Directors or Remuneration / Compensation Committee in which options were granted, on the stock exchange having higher trading volume.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Exercise prices as stated above were adjusted downwards by ₹ 170/- per share for options granted on 29 October 2008 and 27 May 2009, being the face value of bonus debentures issued pursuant to the Scheme of Arrangement approved by the Honourable Calcutta High Court on 11 February 2010.

The number of options have been appropriately adjusted, consequent upon the sub-division of the equity shares [Refer note (e) below].

Movement in the options under the scheme:	31 March 2021	31 March 2020
Options outstanding at the beginning of the year (of ₹ 1 each)	733,334	533,336
Options granted during the year (of ₹ 1 each)	250,000	350,000
Options vested during the year (of ₹ 1 each)	300,000	250,002
Options exercised during the year (of ₹ 1 each)	400,000	150,002
Shares allotted against options exercised during the year (of ₹ 1 each)	400,000	150,002
Options lapsed during the year (of ₹ 1 each)	-	-
Options outstanding at the end of the year (of ₹ 1 each)	583,334	733,334
Options exercisable at the end of the year (of ₹ 1 each)	-	100,000
Weighted average price per option outstanding at the end of the year (of ₹ 1 each)	3,098.85	2,700.62

Fair Value Measurement:

The fair value at grant date is determined using the Black Scholes valuation option-pricing model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The key inputs used in Black-Scholes model for calculating fair value of options under the scheme as on the date of grant are as follows:

Particulars	31 March 2021	31 March 2020
No. of options granted (of ₹ 1 each)	250,000	350,000
Date of grant	2-Jun-20	1-May-19
Vesting period (years)	1 to 3	1 to 3
Expected life of option (years)	3	3
Expected volatility	23.37%	20.89%
Risk free rate	4.62%	7.03%
Expected dividends expressed as a dividend yield	1.02%	0.52%
Weighted-average fair values of options per share (of ₹ 1 each)	694.98	678.56

(e) In the Annual General Meeting held on 9 August 2010, the shareholders of the Company approved the sub-division of equity shares, where in each equity share with a face value of ₹ 10 was subdivided into 5 equity shares with a face value of ₹ 2 each. The effective date for the sub-division was 10 September 2010. Further, the Board of Directors at their meeting held on 23 August 2018 approved the sub-division of each equity share of face value of ₹ 2 fully paid up into 2 equity shares of face value of ₹ 1 each fully paid. The same was approved by the members on 15 October 2018 through postal ballot and e-voting. The effective date for the sub-division was 30 November 2018.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 19 - Other equity

Particulars	Share options outstanding account	Capital redemption reserve	Debenture redemption reserve	Capital reserve	General reserve	Securities premium	Retained earnings	Other Items of OCI	Total
Balance as at 1 April 2019	19.93	3.96	-	0.43	745.31	85.57	3,163.18	(2.96)	4,015.42
Additions:									
Share based payment expense	21.58	-	-	-	-	-	-	-	21.58
Transfer from Share options outstanding account	-	-	-	-	-	7.10	-	-	7.10
On issue of equity shares	-	-	-	-	-	23.95	-	-	23.95
Transfer from retained earnings	-	-	180.24	-	148.43	-	-	-	328.67
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	(4.59)	(4.59)
Net profit after tax transferred from the Statement of Profit and Loss	-	-	-	-	-	-	1,484.30	-	1,484.30
	41.51	**3.96**	**180.24**	**0.43**	**893.74**	**116.62**	**4,647.48**	**(7.55)**	**5,876.43**
Deductions:									
Transfer to general reserve	-	-	-	-	-	-	148.43	-	148.43
Transfer to debenture redemption reserve	-	-	-	-	-	-	180.24	-	180.24
Transfer to securities premiunm	7.10	-	-	-	-	-	-	-	7.10
Dividends	-	-	-	-	-	-	360.48	-	360.48
Tax on dividend	-	-	-	-	-	-	61.79	-	61.79
Issue of bonus debentures	-	-	-	-	-	-	720.95	-	720.95
Tax on bonus debentures	-	-	-	-	-	-	146.84	-	146.84
Balance as at 31 March 2020	**34.41**	**3.96**	**180.24**	**0.43**	**893.74**	**116.62**	**3,028.75**	**(7.55)**	**4,250.60**

Particulars	Share options outstanding account	Capital redemption reserve	Debenture redemption reserve	Capital reserve	General reserve	Securities premium	Retained earnings	Other Items of OCI	Total
Balance as at 1 April 2020	34.41	3.96	180.24	0.43	893.74	116.62	3,028.75	(7.55)	4,250.60
Additions:									
Share based payment expense	18.94	-	-	-	-	-	-	-	18.94
Transfer from Share options outstanding account	-	-	-	-	-	25.25	-	-	25.25
On issue of equity shares	-	-	-	-	-	103.11	-	-	103.11
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	2.42	2.42
Net profit after tax transferred from the Statement of Profit and Loss	-	-	-	-	-	-	1,760.03	-	1,760.03
	53.35	**3.96**	**180.24**	**0.43**	**893.74**	**244.98**	**4,788.78**	**(5.13)**	**6,160.35**
Deductions:									
Transfer to securities premiunm	25.25	-	-	-	-	-	-	-	25.25
Dividends	-	-	-	-	-	-	2,839.66	-	2,839.66
Balance as at 31 March 2021	**28.10**	**3.96**	**180.24**	**0.43**	**893.74**	**244.98**	**1,949.12**	**(5.13)**	**3,295.44**

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Nature and purpose of other reserves

Share options outstanding account
The share options outstanding account is used to recognise the grant date fair value of options issued under Britannia Industries Limited Employee Stock Option Scheme.

Securities premium reserve
Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Capital redemption reserve
The Company had purchased its own shares and as per the provisions of the applicable laws, a sum equal to the nominal value of the shares so purchased was required to be transferred to the capital redemption reserve.

Capital reserve
Capital reserve represents subsidy received for industrial undertaking under Central Capital Investment Subsidy Scheme, 2003.

Debenture redemption reserve
The Company has issued bonus debentures and as per the provisions of the applicable laws, a sum equal to 25% of the issue size of bonus debentures was required to be transferred to debenture redemption reserve.

General reserve
General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

Retained earnings
Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

Dividends
The following dividends were declared and paid by the Company during the year:

As at	31 March 2021	31 March 2020
₹ 118 per equity share of face value of ₹ 1 each (31 March 2020: ₹ 15 per equity share of face value of ₹ 1 each) to equity shareholders	2,839.66	360.48
Dividend distribution tax (DDT) on dividend to equity shareholders*	-	61.79
	2,839.66	422.27

After the reporting date, interim dividend of ₹ 62 per equity share of face value of ₹ 1 each was declared by the Board of directors in their meeting held on 2 April 2021.
* Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.

Note 20 - Borrowings

Non- current		
Secured		
Long-term maturities of lease obligations [Refer note 23 (a) for details of maturity period, repayment terms and rate of interest] [Secured by hypothecation of assets (vehicles) taken on lease]	0.60	1.18
240,318,294 (31 March 2020: 240,318,294) 8.00% Redeemable Non-convertible Bonus Debentures of face value of ₹ 30 each, fully paid up [Secured by way of charge on current assets (Inventories and Trade receivables). Redeemable in full at the end of 3 years from 28 August 2019 being the date of allotment]	720.95	720.95
	721.55	722.13
Current		
Unsecured		
Commercial paper*	974.41	478.45
Working capital loan**	100.00	-
Bank overdraft***	1.29	1.54
	1,075.70	479.99

*Carrying interest at 3.90% - 4.19% p.a. and repayable between August 2021 to March 2022.
**Carrying interest at 4.00% p.a. and repayable in April 2021.
***Carrying interest at 4.25% p.a. (31 March 2020: prevailing MCLR) and repayable on demand.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 21 - Other financial liabilities		
Deposits from customers	37.89	29.31
Security deposits	1.43	1.22
	39.32	**30.53**
Note 22 - Trade payables		
Total outstanding dues of micro enterprises and small enterprises [Refer note below]	28.44	8.53
Total outstanding dues of creditors other than micro enterprises and small enterprises*	1,162.65	878.17
	1,191.09	**886.70**

Note:

There are no material dues owed by the Company to Micro and Small enterprises, which are outstanding for more than 45 days during the year and as at 31 March 2021. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the auditors.

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year:		
- Principal	28.44	8.53
- Interest	-	-
The amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed date during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductable expenditure under the MSMED Act, 2006.	-	-

*Includes dues to related party (Refer note 45)

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 54.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 23 - Other financial liabilities		
Current maturities of lease obligations (Refer note (a) below)	0.77	0.61
Unpaid dividend *	29.32	13.41
Unclaimed debenture interest *	0.86	0.06
Unclaimed debenture redemption balance *	-	1.19
Interest accrued but not due	35.85	35.43
Liability under reverse factoring arrangement **	205.21	180.70
Creditors for capital goods	39.91	23.87
Payroll related liabilities	64.76	74.72
Other payables	128.60	84.64
	505.28	**414.63**

* Investor Education and Protection Fund shall be credited when due.
** Represents dues towards a financial institution relating to bill discounting transactions entered by subsidiary companies under reverse factoring arrangement.

[Refer note 49]

Note:

(a) Rate of interest for lease obligations range from 16.60% to 20.20% per annum. Number of repayment installments (quarterly) for lease obligations range from 4 to 10. Period of maturity for the lease obligations range from 1 month to 3 years [Refer note 37(b)].

Note 24 - Other current liabilities		
Advance from customers	49.96	71.74
Statutory liabilities (TDS, PF, GST etc.)	74.89	62.13
Deferred revenue*	3.51	4.26
	128.36	**138.13**

* Relates to loyalty credit points granted to the customers as part of sales transactions and has been estimated with reference to the relative standalone selling price of the products for which they could be redeemed. Closing balance represents the estimated liability towards unredeemed points.

Opening balance	4.26	3.34
Deferred during the year	8.46	13.88
Released to the statement of profit and loss	9.21	12.96
Closing balance	**3.51**	**4.26**

Note 25 -Provisions		
Provision for compensated absences	22.77	18.81
Employee benefits - gratuity, net [Refer note 46(b)]	-	1.38
Others:		
Excise duty and service tax related issues (a)	7.56	7.55
Sales tax and other issues (a)	135.90	134.47
Trade and other issues (a)	199.40	89.77
	365.63	**251.98**

(a) Refer note 41.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

For the year ended	31 March 2021	31 March 2020
Note 26 - Revenue from operations		
Sale of goods	12,112.90	10,821.49
Customer loyalty programme [Refer note 24]	0.75	(0.92)
Total (a) [Refer note 55]	**12,113.65**	**10,820.57**
Other operating revenues		
Royalty income	18.50	14.76
Scrap sales	29.83	27.28
Other receipts [Refer note below]	215.81	124.07
Reversal of provision for doubtful advances	1.04	-
Total (b)	**265.18**	**166.11**
Total revenue from operations (a+b)	**12,378.83**	**10,986.68**
Note: Includes incentives recognised in accordance with the State Industrial Policy of certain States.		
Note 27 - Other income		
Interest income from financial assets carried at amortised cost	219.52	168.67
Dividend income ^	-	66.47
Net gain on financial asset measured at fair value through profit and loss*	60.75	81.42
Profit on sale of property, plant and equipment	0.09	0.17
Foreign exchange gain, net	2.05	5.94
Other receipts	10.29	12.76
	292.70	**335.43**
^ Received from one of the subsidiaries of the Company in the previous year.		
*Includes net gains on fair value changes include ₹ 21.93 (31 March 2020: ₹ 43.75)		
Note 28 - Cost of materials consumed		
Inventory of materials at the beginning of the year	381.84	403.71
Add: Purchases	5,823.07	5,030.80
Less: Inventory of materials at the end of the year	695.22	381.84
	5,509.69	**5,052.67**
Note 29 - Purchases of stock-in-trade		
Biscuits and high protein food	1,431.55	1,071.00
Bread, bread toast and rusk	144.23	100.92
Cake	239.62	245.50
Others	93.10	126.13
	1,908.50	**1,543.55**
Note 30 - Changes in inventories of finished goods, work-in-progress and stock- in-trade		
Opening inventory:		
- Finished goods	176.29	240.22
- Stock-in-trade	44.22	41.22
- Work-in-progress	0.95	1.53
Closing inventory:		
- Finished goods	217.14	176.29
- Stock-in-trade	47.50	44.22
- Work-in-progress	0.04	0.95
(Increase) / decrease in inventory	**(43.22)**	**61.51**

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

For the year ended	31 March 2021	31 March 2020
Note 31 - Employee benefits expense		
Salaries, wages and bonus	342.06	316.35
Contribution to provident and other funds [Refer note 46]	18.21	15.89
Share based payment expense	18.94	21.58
Staff welfare expenses	23.64	15.05
	402.85	**368.87**
Note 32 - Finance costs		
Finance cost on lease obligation	0.33	0.18
Interest on borrowings	95.73	63.66
Others	1.75	1.33
	97.81	**65.17**
Note 33 - Other expenses		
Consumption of stores and spares	32.73	32.82
Power and fuel	129.42	134.93
Rent [Refer note 37 (a)]	35.41	39.86
Repairs and maintenance:		
- Plant and equipment (a)	21.74	23.34
- Buildings (a)	3.25	2.22
- Others	30.24	25.38
Insurance	7.47	3.91
Rates and taxes, net	7.35	6.98
Carriage, freight and distribution	630.22	574.76
Auditors' remuneration (b):		
- Audit fees	1.19	1.12
- Other services	0.15	0.27
- Expenses reimbursed	0.01	0.12
Corporate social responsibility [Refer note 48]	32.44	28.43
Write off of Bad debts	-	5.10
Reversal of provision for impairment in receivables	-	(5.10)
Allowance for doubtful receivables and loans, net	0.56	0.26
Advertising and sales promotion	381.21	412.11
Conversion charges	597.47	578.90
Miscellaneous	338.83	323.98
	2,249.69	**2,189.39**
(a) Includes stores and spares consumed	6.29	6.26
(b) Excluding applicable taxes		
Note 34 - Exceptional items [(Income)/Expense]		
Reversal of provision for diminution in value of investments in subsidiaries [Refer note below]	-	(35.00)
Provision for diminution in value of investments in subsidiaries [Refer note below]	-	16.00
	-	**(19.00)**

Note: During the previous year, in accordance with IND AS 36 - 'Impairment of Assets', the Company, based on its assessment of the business performance of Britannia and Associates (Mauritius) Private Limited & its step down subsidiaries in the Middle East, reversed ₹ 35 provision for diminution in the value of investment in equity shares. Further, the Company provided ₹ 16 for diminution in the value of investment in equity shares of Ganges Vally Foods Private Limited which shut down its factory operations and announced Voluntary Retirement Scheme (VRS) for its employees.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 35- Income-tax

(a) Amounts recognised in Statement of Profit and Loss

For the year ended	31 March 2021	31 March 2020
Current tax*	622.53	416.86
Deferred tax		
Attributable to origination and reversal of temporary differences	(3.12)	7.10
Tax expense for the year	**619.41**	**423.96**

*Previous year includes credit on account of restatement of provisions pursuant to application for settlement of old disputed direct tax cases under the Amnesty scheme (Vivaad Se Vishwas) announced by the Central Government.

(b) Amounts recognised in other comprehensive income

For the year ended	31 March 2021			31 March 2020		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified subsequently to statement of profit and loss						
Remeasurements of the defined benefit plans	3.27	(0.85)	2.42	(5.90)	1.31	(4.59)
	3.27	**(0.85)**	**2.42**	**(5.90)**	**1.31**	**(4.59)**

(c) Reconciliation of effective tax rate

For the year ended	31 March 2021		31 March 2020	
Profit before tax		**2,379.44**		**1,908.26**
Tax using the Company's domestic tax rate (31 March 2021: 25.17% and 31 March 2020: 25.17%)*	25.17%	598.86	25.17%	480.27
Tax effect of:				
Income exempt from tax or taxed at concessional rates	(0.26%)	(6.13)	(1.23%)	(23.43)
Expenses not deductible for tax purposes	0.45%	10.70	0.19%	3.58
Additional income tax deductions	(0.02%)	(0.57)	(0.02%)	(0.37)
Adjustments recognised in relation to tax of prior years	0.61%	14.52	(1.90%)	(36.25)
Others	0.09%	2.03	0.01%	0.16
	26.03%	**619.41**	**22.22%**	**423.96**

* The Company had elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 during the year ended 31 March 2020 and accordingly re-measured deferred tax assets/(liabilities) basis the rate prescribed in the said section.

(d) Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Deferred tax assets		Deferred tax liabilities		Deferred tax (liabilities) / asset, net	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Property, plant and equipment	-	-	45.56	46.93	(45.56)	(46.93)
Investment at fair value through profit and loss	-	-	9.68			

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(e) Movement in temporary differences

	As at 1 April 2019	Recognised in statement of profit and loss	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2020
Property, plant and equipment	(64.21)	17.28	-	-	-	(46.93)
Investment at fair value through profit and loss	(7.67)	(2.51)	-	-	-	(10.18)
Statutory dues / provisions	68.01	(21.87)	-	-	-	46.14
	(3.87)	(7.10)	-	-	-	(10.97)

	As at 1 April 2020	Recognised in statement of profit and loss	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2021
Property, plant and equipment	(46.93)	1.37	-	-	-	(45.56)
Investment at fair value through profit and loss	(10.18)	0.50	-	-	-	(9.68)
Statutory dues / provisions	46.14	1.25	-	-	-	47.39
	(10.97)	3.12	-	-	-	(7.85)

The following table provides the details of income tax assets and income tax liabilities as of 31 March 2021 and 31 March 2020

As at	31 March 2021	31 March 2020
Income tax assets (net)	55.68	59.31
Current tax liabilities (net)	61.70	43.63
Net current income tax asset / (liability) at the end	(6.02)	15.68

The gross movement in the current income tax asset / (liability) for the year ended 31 March 2021 and 31 March 2020 is as follows

For the year ended	31 March 2021	31 March 2020
Net current income tax asset / (liability) at the beginning	15.68	(41.07)
Income tax paid (Net of refunds)	601.68	472.30
Current income tax expense	(622.53)	(416.86)
Income tax on other comprehensive income and others	(0.85)	1.31
Net current income tax asset / (liability) at the end	(6.02)	15.68

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 36 Contingent liabilities and commitments (to the extent not provided for) :

(i) Contingent liabilities:

(a) Claims / demands against the Company not acknowledged as debts including excise duty, income tax, sales tax and trade and other demands of ₹ 56.87 (31 March 2020: ₹ 58.65)

(b) Bank guarantees and letters of credit for ₹ 84.62 (31 March 2020 : ₹ 48.08)

Notes:

(i) Contingent liabilities disclosed above represent possible obligations where possibility of cash outflow to settle the obligations is not remote.

(ii) The above does not include non-quantifiable industrial disputes and other legal disputes pending before various judicial authorities [Also Refer note 41 and 49].

(iii) The Supreme court of India in the month of February 2019 had passed a judgement relating to definition of wages under the Provident Fund Act, 1952. Considering that there are numerous interpretative issues relating to this judgement and in the absence of reliable measurement of the provision for the earlier periods, the Company had made a suitable provision for provident fund contribution during the Financial Year 2018-19. The Company will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Company does not expect any material impact of the same.

(ii) Commitments:

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 405.56 (31 March 2020: ₹ 134.64).

(b) The Company has furnished the following corporate guarantees:

	Banking facilities given to	Name of the bank	31 March 2021	31 March 2020
(i)	Britannia and Associates (Mauritius) Private Limited, Mauritius * [Refer note 40]	Cooperatieve Rabobank U.A	87.73	90.40

* This is against working capital loan extended to step down subsidiaries in Middle East.

Regarding items (i) and (ii) (b) above, it is not practicable to disclose information in respect of the estimate of the financial effect, an indication of the uncertainties relating to outflow and the possibility of any reimbursement as it is determinable only on occurrence of uncertain future events / receipt of judgements pending at various forums.

(c) The Company has furnished the following letters of comfort / letters of awareness:

	Banking facilities given to	Name of the bank	31 March 2021	31 March 2020
(i)	Strategic Food International Co. LLC, Dubai	Standard Chartered Bank	9.95	10.25
(ii)	Al Sallan Food Industries Co. SAOC	Standard Chartered Bank	-	9.78
(iii)	J B Mangharam Foods Private Limited	HSBC Bank	25.00	25.00
(iv)	Manna Foods Private Limited	ICICI Bank	3.50	3.50
	Manna Foods Private Limited	Standard Chartered Bank	60.00	60.00
(v)	International Bakery Private Limited	Standard Chartered Bank	30.00	30.00

These letters are not to be construed as a guarantee issued by the Company.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 37 **(a) Short term leases**

(i) The Company has certain operating leases for office facilities and residential premises. Such leases are generally with the option of renewal against increased rent and premature termination of agreement on mutual consent of both the parties. Rental expenses of ₹ 8.60 (31 March 2020: ₹ 8.19) in respect of obligation under operating leases have been recognised in the Statement of Profit and Loss.

(ii) The Company has certain cancellable arrangements with contract packers identified to be in the nature of lease and have been classified as operating lease arrangements. Rental expenses of ₹ 26.81 (31 March 2020: ₹ 31.67) in respect of obligation under operating leases have been recognised in the Statement of Profit and Loss.

(b) Leases liabilities

(i) The Company has taken motor vehicles on lease. The total minimum lease payments and present value of minimum lease payments are as follows:

	31 March 2021		31 March 2020	
	Minimum lease payments	Present value of minimum lease payments	Minimum lease payments	Present value of minimum lease payments
Not later than 1 year	0.86	0.77	0.85	0.61
Later than 1 year and not later than 5 years	0.62	0.60	1.42	1.18
	1.48	**1.37**	**2.27**	**1.79**

The difference between minimum lease payments and the present value of minimum lease payments of ₹ 0.11 (31 March 2020: ₹ 0.48) represents interest not due. The lease liability is secured by the relevant vehicles acquired under lease.

(ii) The Company has taken certain land on lease for factory purposes. Since these are entirely prepaid, the Company does not have any future lease liability towards the same.

Note 38 **(i) Details of non-current investments (other than mutual funds) purchased and sold during the year:**

	Face value per unit	As at 1 April 2020	Purchased during the year	Provided / Reclassed / Sold / Redeemed / Written off / Written back during the year	As at 31 March 2021
<u>Trade investments - Unquoted</u>					
(a) Investments in equity instruments (fully paid)					
Subsidiaries					
Sunrise Biscuit Company Private Limited	₹ 10	14.03	-	-	14.03
Ganges Vally Foods Private Limited	₹ 10	26.02	-	-	26.02
J B Mangharam Foods Private Limited	₹ 10	0.54	-	-	0.54

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Face value per unit	As at 1 April 2020	Purchased during the year	Provided / Reclassed / Sold / Redeemed / Written off / Written back during the year	As at 31 March 2021
International Bakery Products Limited	₹ 10	1.75	-	-	1.75
Manna Foods Private Limited	₹ 10	4.67	-	-	4.67
Britannia Dairy Private Limited	₹ 10	70.02	-	-	70.02
Boribunder Finance and Investments Private Limited	₹ 10	2.58	-	-	2.58
Britchip Foods Limited	₹ 10	69.00	21.00	-	90.00
Britannia Nepal Private Limited	NPR 100	55.00	-	-	55.00
Britannia Bangladesh Private Limited	Tk.10	0.34	-	-	0.34
Britannia Dairy Holdings Private Limited, Mauritius	USD 1	0.01	-	-	0.01
Britannia and Associates (Mauritius) Private Limited, Mauritius	USD 1	121.69	-	-	121.69
Less: Provision for diminution in value of investments [Refer note 34]		(16.00)	-	-	(16.00)
		349.65	**21.00**	**-**	**370.65**
Associates					
Nalanda Biscuits Company Limited	₹ 10	0.28	-	-	0.28
Sunandaram Foods Private Limited	₹ 10	14.50	-	-	14.50
		14.78	**-**	**-**	**14.78**
(b) Investments in preference shares (fully paid)					
Subsidiaries					
Britannia Dairy Private Limited - 10% Non Cumulative Redeemable Preference Shares	₹ 10	6.00	-	-	6.00
Britannia Dairy Holdings Private Limited, Mauritius - Class C - Preference Shares	USD 1	0.05	-	-	0.05
		6.05	**-**	**-**	**6.05**
(c) Investments in debentures / bonds					
Subsidiaries					
International Bakery Products Limited - 0% Unsecured Convertible Debentures	₹ 100,000	5.82	-	-	5.82
		5.82	**-**	**-**	**5.82**
Non-Trade investments - Unquoted					
(a) Investments with insurance companies *		14.61	0.79	-	15.40
(b) Investments in debentures / bonds		1,338.89	23.00	(361.79)	1,000.10
(c) Investments in tax free bonds		14.11	-	-	14.11
(d) Investments in government securities		11.32	-	(2.19)	9.13
		1,378.93	**23.79**	**(363.98)**	**1,038.74**
		1,755.23	**44.79**	**(363.98)**	**1,436.04**

* The movement is on account of fair valuation through profit and loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(ii) **Details of non-current investments (other than mutual funds) purchased and sold during the previous year:**

	Face value per unit	As at 1 April 2019	Purchased during the year	Provided / Reclassed / Sold / Redeemed / Written off / Written back during the year	As at 31 March 2020
Trade investments - Unquoted					
(a) Investments in equity instruments (fully paid)					
Subsidiaries					
Sunrise Biscuit Company Private Limited	₹ 10	14.03	-	-	14.03
Ganges Vally Foods Private Limited	₹ 10	10.61	15.41	-	26.02
J B Mangharam Foods Private Limited	₹ 10	0.54	-	-	0.54
International Bakery Products Limited	₹ 10	1.75	-	-	1.75
Manna Foods Private Limited	₹ 10	4.67	-	-	4.67
Britannia Dairy Private Limited	₹ 10	70.02	-	-	70.02
Boribunder Finance and Investments Private Limited	₹ 10	2.58	-	-	2.58
Britchip Foods Limited	₹ 10	51.00	18.00	-	69.00
Britannia Nepal Private Limited	NPR 100	55.00	-	-	55.00
Britannia Bangladesh Private Limited	Tk.10	-	0.34	-	0.34
Britannia Dairy Holdings Private Limited, Mauritius	USD 1	0.01	-	-	0.01
Daily Bread Gourmet Foods (India) Private Limited	₹ 4	2.00	-	(2.00)	-
Britannia and Associates (Mauritius) Private Limited, Mauritius	USD 1	121.69	-	-	121.69
Less: Provision for diminution in value of investments [Refer note 34]		(35.00)	-	19.00	(16.00)
		298.90	**33.75**	**17.00**	**349.65**
Associates					
Klassik Foods Private Limited	₹ 100	0.32	-	(0.32)	-
Nalanda Biscuits Company Limited	₹ 10	0.28	-	-	0.28
Sunandaram Foods Private Limited	₹ 10	14.50	-	-	14.50
		15.10	**-**	**(0.32)**	**14.78**
(b) Investments in preference shares (fully paid)					
Subsidiaries					
Britannia Dairy Private Limited - 10% Non Cumulative Redeemable Preference Shares	₹ 10	6.00	-	-	6.00
Britannia Dairy Holdings Private Limited, Mauritius - Class C - Preference Shares	USD 1	0.05	-	-	0.05
		6.05	**-**	**-**	**6.05**

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Face value per unit	As at 1 April 2019	Purchased during the year	Provided / Reclassed / Sold / Redeemed / Written off / Written back during the year	As at 31 March 2020
(c) Investments in debentures / bonds					
Subsidiaries					
International Bakery Products Limited - 0% Unsecured Convertible Debentures	₹ 100,000	5.82	-	-	5.82
		5.82	**-**	**-**	**5.82**
Non-Trade investments - Unquoted					
(a) Investments with insurance companies *		13.34	1.27	-	14.61
(b) Investments in debentures / bonds		414.06	978.90	(54.07)	1,338.89
(c) Investments in tax free bonds		14.11	-	-	14.11
(d) Investments in government securities		12.29	-	(0.97)	11.32
		453.80	**980.17**	**(55.04)**	**1,378.93**
		779.67	**1,013.92**	**(38.36)**	**1,755.23**

* The movement is on account of fair valuation through profit and loss.

(iii) Details of Current investments (other than mutual funds) purchased and sold during the current year:

	As at 1 April 2020	Purchased / Reclassed from non-current during the year	Sold / Redeemed during the year	As at 31 March 2021
(a) Investments in debentures / bonds	100.93	11.80	(100.93)	11.80
(b) Investments in government securities	0.97	2.19	(0.97)	2.19
	101.90	**13.99**	**(101.90)**	**13.99**

(iv) Details of Current investments (other than mutual funds) purchased and sold during the previous year:

	As at 1 April 2019	Purchased / Reclassed from non-current during the year	Sold / Redeemed during the year	As at 31 March 2020
(a) Investments in debentures / bonds	101.79	100.93	(101.79)	100.93
(b) Investments in government securities	-	0.97	-	0.97
	101.79	**101.90**	**(101.79)**	**101.90**

₹ in Crores

Note 39 (a)Details of loans during the year:

Name of borrower	Nature of relationship	Secured/ unsecured	Rate of interest	Term	As at 1 April 2020	Given during the year	Repayment during the year	As at 31 March 2021
Purbasha Properties Private Limited*	Others	Unsecured	10%	10 years	0.09	-	-	0.09
					0.09	-	-	0.09

Details of loans during the previous year:

Name of borrower	Nature of relationship	Secured/ unsecured	Rate of interest	Term	As at 1 April 2019	Given during the year	Repayment during the year	As at 31 March 2020
Purbasha Properties Private Limited*	Others	Unsecured	10%	10 years	0.51	-	0.42	0.09
Varun Berry**	KMP	Unsecured	7.25%	4 months	-	23.96	23.96	-
					0.51	23.96	24.38	0.09

* The loan was given for project expansion.

**The loan was given for subscription to equity shares under the Employee Stock Option Scheme.

(b) Details of inter corporate deposits during the year:

Name of borrower	Nature of relationship	Secured/ unsecured	As at 31 March					
			Rate of interest	Term	As at 1 April 2020	Placed during the year	Refunded during the year	As at 31 March 2021
Bajaj Finance Limited	Others	Unsecured	7.45%	1 year	353.00	50.00	290.00	113.00
Bombay Dyeing & Manufacturing Co. Ltd.	Related Party	Unsecured	10.00%	1 year	350.00	290.00	350.00	290.00
The Bombay Burmah Trading Corporation Limited	Related Party	Unsecured	8.75%	1 year	-	700.00	200.00	500.00
Go Airlines (India) Limited	Related Party	Unsecured	10.00%	1 year	250.00	70.00	320.00	-
HDFC Limited	Others	Unsecured	6.80-7.20%	1 year	125.00	25.00	150.00	-
LIC Housing Finance Limited	Others	Unsecured	6.00-7.55%	1 to 2 years	114.00	58.00	76.00	96.00
Macrofil Investments Limited	Others	Unsecured	10.00%	1 year	30.00	-	30.00	-
Standard Chartered Investments and Loans (India) Ltd	Others	Unsecured	7.50%	6 months	25.00	-	25.00	-
					1,247.00	1,193.00	1,441.00	999.00

₹ in Crores

Details of inter corporate deposits during the previous year:

Name of borrower	Nature of relationship	Secured/ unsecured	As at 31 March: Rate of interest	As at 31 March: Term	As at 1 April 2019	Placed during the year	Refunded during the year	As at 31 March 2020
Bajaj Finance Limited	Others	Unsecured	6.90 - 8.35%	1 to 2 years	225.00	353.00	225.00	353.00
Kotak Mahindra Investments Limited	Others	Unsecured	9.10 - 9.15%	1 year	32.00	-	32.00	-
Shriram Transport Finance Company Limited	Others	Unsecured	7.85%	1 year	25.00	-	25.00	-
Bombay Dyeing & Manufacturing Co. Ltd.	Related Party	Unsecured	10.00%	1 year	350.00	350.00	350.00	350.00
Go Airlines (India) Limited	Related Party	Unsecured	10.00%	1 year	335.00	160.00	245.00	250.00
HDFC Limited	Others	Unsecured	6.90-7.20%	1 year	150.00	125.00	150.00	125.00
LIC Housing Finance Limited	Others	Unsecured	7.50-7.85%	1 to 2 years	-	114.00	-	114.00
Sterling & Wilson Solar Limited	Others	Unsecured	12.50%	6 months	-	50.00	50.00	-
Macrofil Investments Limited	Others	Unsecured	10.00%	1 year	-	75.00	45.00	30.00
Standard Chartered Investments and Loans (India) Ltd	Others	Unsecured	7.50%	6 months	-	25.00	-	25.00
					1,117.00	1,252.00	1,122.00	1,247.00

Note 40 Details of corporate guarantee:

	As at 1 April 2020	Given during the year	Withdrawn during the year	Adjustments *	As at 31 March 2021
Britannia and Associates (Mauritius) Private Limited - Cooperatieve Rabobank U.A	90.40	-	-	(2.66)	87.73

	As at 1 April 2019	Given during the year	Withdrawn during the year	Adjustments *	As at 31 March 2020
Britannia and Associates (Mauritius) Private Limited - Cooperatieve Rabobank U.A	-	85.10	-	5.30	90.40
Britannia and Associates (Mauritius) Private Limited - MUFG bank Ltd. (previously known as Bank of Tokyo)	89.93	-	(92.19)	2.26	-

* The movement in corporate guarantee is mainly on account of change in exchange rates.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 41 In accordance with Ind AS 37 - "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Act, certain classes of liabilities have been identified as provisions which have been disclosed as under:

		1 April 2020	Additions *	Utilisation *	Reversals / adjustments *	31 March 2021
(a)	Excise duty and service tax related issues	7.55	0.23	(0.12)	(0.10)	7.56
(b)	Sales tax and other issues	134.47	10.25	-	(8.82)	135.90
(c)	Trade and other issues	89.77	109.63	-	-	199.40
		1 April 2019	**Additions ***	**Utilisation ***	**Reversals / adjustments ***	**31 March 2020**
(a)	Excise duty and service tax related issues	23.39	1.57	(2.52)	(14.89)	7.55
(b)	Sales tax and other issues	128.08	9.64	(1.50)	(1.75)	134.47
(c)	Trade and other issues	21.57	80.42	(3.41)	(8.81)	89.77

(a) and (b) represents estimates made for probable cash outflow arising out of pending disputes / litigations with various regulatory authorities.

(c) represents provisions made for probable liabilities / claims arising out of commercial/ other transactions. Further disclosures as required under Ind AS 37 are not made since it can be prejudicial to the interests of the Company.

* Included under various heads in the Statement of Profit and Loss.

Note 42 Earnings per equity share

		31 March 2021	31 March 2020
(a)	Net profit attributable to the equity shareholders	1,760.03	1,484.30
(b)	Weighted average number of equity shares outstanding during the year	240,716,747	240,379,360
(c)	Effect of potential equity shares on employee stock option outstanding	83,443	59,021
(d)	36c[Refs pnC(ot3]136) (136.7j- 7. 0 Td.03) Tj7.37 0 Td.47 364.10.6j- 7. 0 Td m12.03 364.10		

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 45 Related parties

Relationships

A) *Parties where control exists:*

1.	Ultimate holding company	The Bombay Burmah Trading Corporation Limited
	Holding company	Associated Biscuits International Limited (ABIL), UK
2.	Subsidiary companies	Al Sallan Food Industries Co. SAOC
		Boribunder Finance and Investments Private Limited
		Britannia and Associates (Dubai) Private Company Limited, Dubai
		Britannia and Associates (Mauritius) Private Limited, Mauritius
		Britannia Dairy Holdings Private Limited, Mauritius
		Britannia Dairy Private Limited
		Britchip Foods Limited
		Britannia Bangladesh Private Limited ^
		Britannia Nepal Private Limited
		Britannia Egypt LLC ^^
		Daily Bread Gourmet Foods (India) Private Limited ^^^
		Flora Investments Company Private Limited
		Ganges Vally Foods Private Limited
		Gilt Edge Finance and Investments Private Limited
		International Bakery Products Limited
		J B Mangharam Foods Private Limited
		Manna Foods Private Limited
		Strategic Brands Holding Company Limited, Dubai
		Strategic Food International Co. LLC, Dubai
		Sunrise Biscuit Company Private Limited
		Vasana Agrex and Herbs Private Limited
		Snacko Bisc Private Limited

B) *Parties under common control where transactions have taken place:*

1.	Fellow subsidiary companies	Bannatyne Enterprises Pte Limited, Singapore
		Dowbiggin Enterprises Pte Limited, Singapore
		Nacupa Enterprises Pte Limited, Singapore
		Spargo Enterprises Pte Limited, Singapore
		Valletort Enterprises Pte Limited, Singapore

C) *Other Related parties where transactions have taken place:*

1.	Associates	Klassik Foods Private Limited *
		Nalanda Biscuits Company Limited
		Sunandaram Foods Private Limited
2.	Other related party	Bombay Dyeing & Manufacturing Co. Ltd.
		Go Airlines (India) Limited
		Avijit Deb Partners, LLP
3.	Post employment-benefit plan entities	Britannia Industries Limited Management Staff Provident Fund
		Britannia Industries Limited Covenanted Staff Gratuity Fund
		Britannia Industries Limited Non Covenanted Staff Gratuity Fund
		Britannia Industries Limited Covenanted Staff Pension Fund
		Britannia Industries Limited Officers Pension Fund

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

4. Key Management Personnel (KMP)

Managing Director	Mr. Varun Berry
Chief Financial Officer	Mr. N.Venkataraman
Company Secretary	Mr. T.V. Thulsidass
Non-Executive Directors	Mr. Nusli N Wadia
	Mr. A K Hirjee #
	Mr. Keki Elavia
	Mr. Avijit Deb
	Mr. Jeh N Wadia
	Mr. Keki Dadiseth
	Dr. Ajai Puri
	Mr. Ness N Wadia
	Dr. Y.S.P.Thorat
	Dr. Ajay Shah
	Mrs. Tanya Dubash
	Dr. Urjit Patel ##
	Mr. Nimesh N Kampani ###
	Mrs. Ranjana Kumar ###

^ On 25 July 2019, a wholly owned subsidiary in Bangladesh was incorporated.

^^ On 13 October 2020, a wholly owned subsidiary in Egypt was incorporated.

^^^ Company was liquidated in the year 2019.

* During the previous year, the Company sold equity shares held in Klassik Foods Private limited and does not hold any stake in the entity as at the balance sheet date.

Ceased to be a director effective 27 September 2020 on account of his demise.

Dr. Urjit Patel was appointed as additional and independent director of the Company on 31 March 2021.

Mr. Nimesh N Kampani and Mrs. Ranjana Kumar retired as director on 12 August 2019.

Related party transactions during the year:

	Relationship	31 March 2021	31 March 2020
Investments made			
Equity shares:			
Britchip Foods Limited	Subsidiary	21.00	18.00
Ganges Vally Foods Private Limited	Subsidiary	-	15.41
Britannia Bangladesh Private Limited	Subsidiary	-	0.34
Total		**21.00**	**33.75**
Investments received back			
Daily Bread Gourmet Foods (India) Private Limited	Subsidiary	-	**3.66**
Sale of Non - convertible debentures			
Britannia Dairy Private Limited	Subsidiary	**200.00**	-
Purchase of property,plant and equipment			
Britchip Foods Limited	Subsidiary	**1.80**	-

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2021	31 March 2020
Inter-corporate deposits placed			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	290.00	350.00
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	700.00	
Go Airlines (India) Limited	Other related party	70.00	160.00
Total		1,060.00	510.00
Inter-corporate deposits redeemed			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	350.00	350.00
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	200.00	-
Go Airlines (India) Limited	Other related party	320.00	245.00
Total		870.00	595.00
Contributions during the year (includes Employees' share and contribution)			
Britannia Industries Limited Management Staff Provident Fund	Post employment-benefit plan entities	22.77	17.38
Britannia Industries Limited Covenanted Staff Gratuity Fund		2.36	1.84
Britannia Industries Limited Non Covenanted Staff Gratuity Fund		4.68	3.40
Britannia Industries Limited Covenanted Staff Pension Fund		0.22	0.24
Britannia Industries Limited Officers Pension Fund		0.21	0.26
Total		30.24	23.12
Shared service income & Distributor margin			
Britannia Dairy Private Limited	Subsidiary	1.60	1.60
Britchip Foods Limited	Subsidiary	2.65	2.80
Total		4.25	4.40
Other business service income			
Britannia Dairy Private Limited	Subsidiary	3.04	1.93
Rental income			
Britchip Foods Limited	Subsidiary	2.99	2.99
Total		2.99	2.99
Remittance of dividend			
Associated Biscuits International Limited (ABIL), UK	Holding company	1,272.15	161.71
Others	Fellow subsidiary companies	166.30	20.91
Total		1,438.45	182.62
Issue of Bonus Debentures			
Associated Biscuits International Limited (ABIL), UK	Holding company	-	323.43
Others	Fellow subsidiary companies	-	41.83
Total		-	365.26

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2021	31 March 2020
SAP license fee recovered from			
J B Mangharam Foods Private Limited	Subsidiary	0.03	0.03
International Bakery Products Limited	Subsidiary	0.05	0.06
Ganges Vally Foods Private Limited	Subsidiary	-	0.01
Manna Foods Private Limited	Subsidiary	0.05	0.04
Sunrise Biscuit Company Private Limited	Subsidiary	0.03	0.01
Strategic Food International Co. LLC, Dubai	Subsidiary	0.09	0.09
Al Sallan Food Industries Co. SAOC	Subsidiary	0.07	0.08
Total		**0.32**	**0.32**
Purchase of finished goods / consumables and ingredients			
Nalanda Biscuits Company Limited	Associate	63.76	71.37
Sunandaram Foods Private Limited	Associate	64.30	66.51
J B Mangharam Foods Private Limited	Subsidiary	280.57	241.82
Britchip Foods Limited	Subsidiary	21.32	31.14
Manna Foods Private Limited	Subsidiary	331.26	191.43
International Bakery Products Limited	Subsidiary	359.78	121.86
Total		**1,120.99**	**724.13**
Conversion and rental charges			
International Bakery Products Limited	Subsidiary	-	33.66
Ganges Vally Foods Private Limited	Subsidiary	0.40	0.23
Manna Foods Private Limited	Subsidiary	-	14.00
Sunrise Biscuit Company Private Limited	Subsidiary	15.47	21.65
Total		**15.87**	**69.54**
Sale of goods / consumables and ingredients			
Strategic Food International Co. LLC, Dubai	Subsidiary	36.03	51.36
Nalanda Biscuits Company Limited	Associate	1.62	3.23
Sunandaram Foods Private Limited	Associate	1.22	1.08
J B Mangharam Foods Private Limited	Subsidiary	4.55	6.49
Britchip Foods Limited	Subsidiary	0.91	1.64
Go Airlines (India) Limited	Other related party	-	0.18
Manna Foods Private Limited	Subsidiary	20.74	21.47
International Bakery Products Limited	Subsidiary	28.31	23.87
Total		**93.38**	**109.32**
Sale of assets			
Manna Foods Private Limited	Subsidiary	-	**0.01**

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2021	31 March 2020
Interest & dividend income and corporate guarantee fees			
Britannia and Associates (Mauritius) Private Limited, Mauritius	Subsidiary	0.27	0.28
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	36.02	-
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	25.96	34.91
Go Airlines (India) Limited	Other related party	4.03	21.79
Varun Berry	KMP	-	0.16
Britannia Dairy Private Limited	Subsidiary	-	66.47
Total		**66.28**	**123.61**
Reimbursement of expenses			
Strategic Food International Co. LLC, Dubai	Subsidiary	21.59	29.45
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	0.14	2.67
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	1.22	-
Britchip Foods Limited	Subsidiary	0.64	-
Vasana Agrex and Herbs Private Limited	Subsidiary	0.01	-
Snacko Bisc Private Limited	Subsidiary	0.01	-
Total		**23.61**	**32.12**
Professional charges			
Avijit Deb Partners, LLP	Other related party	**0.16**	**0.43**
Recovery of other expenses			
Britchip Foods Limited	Subsidiary	**9.55**	**16.58**
Recovery of guest house expenses			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	0.13
Go Airlines (India) Limited	Other related party	-	0.04
Total		-	**0.17**
Royalty income			
Strategic Food International Co. LLC, Dubai	Subsidiary	16.63	12.67
Britchip Foods Limited	Subsidiary	0.19	0.30
Total		**16.82**	**12.97**
Key management personnel compensation			
Short-term employee benefits		13.09	12.21
Post-employment defined benefits		0.48	0.44
Other long term employee benefits		0.51	0.51
Share-based payments		18.94	21.58
Sitting fees		0.96	0.92
Commission		18.00	11.50
Travelling expenses & others		0.03	0.25

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2021	31 March 2020
Shares allotted under employee stock option scheme for consideration received during the year			
Mr. Varun Berry	KMP		
Equity shares		0.04	0.02
Securities premium		103.11	23.95
Total		**103.15**	**23.97**
Loan given to			
Varun Berry	KMP	-	**23.96**
Loan repaid by			
Varun Berry	KMP	-	**23.96**
Related party closing balances as on balance sheet date:			
Outstanding - net receivables / (payables)			
Ganges Vally Foods Private Limited	Subsidiary	(0.08)	(0.11)
J B Mangharam Foods Private Limited	Subsidiary	(9.47)	(4.64)
International Bakery Products Limited	Subsidiary	(9.68)	(5.78)
Sunrise Biscuit Company Private Limited	Subsidiary	(8.83)	(8.64)
Manna Foods Private Limited	Subsidiary	(1.56)	1.60
Al Sallan Food Industries Co. SAOC	Subsidiary	0.06	0.07
Strategic Food International Co. LLC, Dubai	Subsidiary	(9.30)	1.77
Britannia and Associates (Mauritius) Private Limited, Mauritius	Subsidiary	0.31	0.01
Britannia Dairy Private Limited	Subsidiary	(19.80)	(0.50)
Britchip Foods Limited	Subsidiary	(0.11)	0.05
Nalanda Biscuits Company Limited	Associate	0.56	1.25
Klassik Foods Private Limited	Associate	-	0.04
Sunandaram Foods Private Limited	Associate	4.10	5.60
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	513.06	0.07
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	298.47	359.15
Go Airlines (India) Limited	Other related party	0.09	256.43
Total		**757.82**	**606.37**
Provision for doubtful loans / advances			
Manna Foods Private Limited	Subsidiary	-	1.04
Total		-	**1.04**
Investment in debentures held			
International Bakery Products Limited	Subsidiary	**5.82**	**5.82**
Investment in shares held			
Britannia Dairy Private Limited	Subsidiary	76.02	76.02
Britannia and Associates (Mauritius) Private Limited, Mauritius	Subsidiary	121.69	121.69

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2021	31 March 2020
Sunrise Biscuit Company Private Limited	Subsidiary	14.03	14.03
Ganges Vally Foods Private Limited	Subsidiary	26.02	26.02
J B Mangharam Foods Private Limited	Subsidiary	0.54	0.54
International Bakery Products Limited	Subsidiary	1.75	1.75
Boribunder Finance and Investments Private Limited	Subsidiary	2.58	2.58
Manna Foods Private Limited	Subsidiary	4.67	4.67
Britannia Dairy Holdings Private Limited, Mauritius	Subsidiary	0.06	0.06
Britchip Foods Limited	Subsidiary	90.00	69.00
Britannia Nepal Private Limited	Subsidiary	55.00	55.00
Nalanda Biscuits Company Limited	Associate	0.28	0.28
Sunandaram Foods Private Limited	Associate	14.50	14.50
Britannia Bangladesh Private Limited	Subsidiary	0.34	0.34
Total		407.48	386.48
Provision for diminution in value of investment			
Ganges Vally Foods Private Limited	Subsidiary	16.00	16.00
Total		16.00	16.00
Corporate Guarantee			
Britannia and Associates (Mauritius) Private Limited, Mauritius	Subsidiary		

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2021	31 March 2020
Sunrise Biscuit Company Private Limited	Subsidiary		
Ganges Vally Foods Private Limited	Subsidiary		
Britchip Foods Limited	Subsidiary		

Note:

(i) The above information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors.

(ii) Transactions reported above are excluding taxes.

Note 46 Employee benefits

(a) Post retirement benefit - Defined contribution plans

(i) The Company has recognised an amount of ₹ 6.49 (31 March 2020: ₹ 6.20) as expenses under the defined contribution plans in the Statement of Profit and Loss for the year:

	31 March 2021	31 March 2020
Benefit (Contribution to)		
Provident Fund	3.29	2.39
Family Pension Scheme	2.74	3.31
Pension Fund	0.46	0.50
Total	6.49	6.20

(b) Post retirement benefit - Defined benefit plans

I. Provident fund - Contribution made by the Company during the year to the self administered Trust fund is ₹ 7.51 (31 March 2020: ₹ 7.04). With regard to the assets of the fund and the return on the investments, the Company does not expect any significant deficiency in the foreseeable future.

II. The Company has two funds: Britannia Industries Limited Covenanted Staff Gratuity Fund and Britannia Industries Limited Non Covenanted Staff Gratuity Fund, which are funded defined benefit plans for qualifying employees.

(i) The Scheme in relation to Britannia Industries Limited Non Covenanted Staff Gratuity Fund provides for lumpsum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.

(ii) The Scheme in relation to Britannia Industries Limited Covenanted Staff Gratuity Fund provides for lumpsum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months subject to the higher of maximum amount payable as per the Payment of Gratuity Act, 1972 and twenty months salary.

Vesting (for both the funds mentioned above) occurs in accordance with the provisions of the Payment of Gratuity Act, 1972. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at balance sheet date.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

		31 March 2021	31 March 2020
1.	Reconciliation of net defined benefit asset / (liability)		
(i)	Reconciliation of present value of defined benefit obligation		
	Obligations as at 1 April	29.83	21.94
	Service cost	4.36	3.02
	Interest cost	1.70	1.57
	Benefits settled	(2.06)	(2.69)
	Actuarial (gain) / loss due to demographic assumptions	-	-
	Actuarial (gain) / loss due to financial assumptions	(1.87)	4.21
	Actuarial (gain) / loss due to experience adjustments	0.12	1.78
	Obligations as at year end 31 March	32.08	29.83
(ii)	Reconciliation of present value of plan asset:		
	Plan assets as at 1 April at fair value	28.44	23.86
	Expected return on plan assets	1.85	1.94
	Return on assets excluding interest income	1.52	0.09
	Contributions	6.86	5.24
	Benefits settled	(2.06)	(2.69)
	Plan assets as at 31 March at fair value	36.61	28.44
(iii)	Reconciliation of net defined benefit asset:		
	Present value of obligation as at 31 March	32.08	29.83
	Plan assets as at 31 March at fair value	36.61	28.44
	Amount recognised in balance sheet asset	4.54	(1.38)
2.	Expenses recognised in the Statement of Profit and Loss under Employee benefit expense:		
	Current service cost	4.36	3.02
	Interest cost	1.70	1.57
	Interest income	(1.85)	(1.94)
	Net cost	4.21	2.65
3.	Remeasurements recognised in statement of Other comprehensive income:		
	Actuarial (gain)/ loss on defined benefit obligation	(1.75)	5.99
	Return on plan assets excluding interest income	(1.52)	(0.09)
	(Gain) / loss recognised in statement of other comprehensive income	(3.27)	5.90
4.	Amount recognised in the balance sheet:		
	Opening asset	1.38	(1.93)
	Expense (Refer 2 & 3 above)	0.94	8.55
	Employers' contribution paid	(6.86)	(5.24)
	Closing liability / (asset)	(4.54)	1.38
5.	Experience adjustment:		
	On plan liabilities (gain) / loss	0.12	1.78
	On plan assets gain	1.52	0.09

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

		31 March 2021	31 March 2020
6.	Investment details:	% Invested	% Invested
	Government of India securities	-	2.60
	State Government securities	47.95	53.20
	Public sector securities	42.96	37.80
	Mutual funds	9.09	6.40
		100.00	100.00
7.	Principal actuarial assumptions:		
	Discount factor [Refer note (i) below]	6.60%	6.00%
	Estimated rate of return on plan assets [Refer note (ii) below]	6.60%	6.00%
	Attrition rate:		
	Service related:		
	4 years and above	4%	4%
	Below 4 years	25%	25%
	Salary escalation rate [Refer note (iii) below]	7%	7%
	Retirement age (in years)	58	58
8.	Maturity profile of defined benefit obligation:		
	Within 1 year	3.10	2.87
	1-2 year	3.47	2.04
	2-3 year	3.27	3.38
	3-4 year	3.19	3.19
	4-5 year	3.21	3.16
	5- 10 year	21.17	18.91

Notes:

(i) The discount rate is based on the prevailing market yield on Government Securities as at the balance sheet date for the estimated term of obligations.

(ii) The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.

(iii) The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(iv) The disclosure above includes amounts for both Britannia Industries Limited Covenanted Staff Gratuity Fund and Britannia Industries Limited Non Covenanted Staff Gratuity Fund.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Sensitivity analysis

The sensitivity analysis of significant actuarial assumption as at end of reporting period is shown below.

		31 March 2021	31 March 2020
A.	Discount rate		
	Discount rate -50 basis points	33.54	31.23
	Assumptions	6.10%	5.50%
	Discount rate +50 basis points	30.58	28.39
	Assumptions	7.10%	6.50%
B.	Salary escalation rate		
	Salary rate -50 basis points	30.65	28.47
	Assumptions	6.50%	6.50%
	Salary rate +50 basis points	33.45	31.14
	Assumptions	7.50%	7.50%
C.	Withdrawal rate		
	Withdrawal rate -100 basis points	32.26	30.14
	Withdrawal rate +100 basis points	31.76	29.40

Note 47 Government grant

During the year ended 31 March 2013, an amount of ₹ 5 was received towards capital subsidy for the Hajipur Factory, Bihar in accordance with the State Industrial Policy of Bihar. Out of this, an amount of ₹ Nil (31 March 2020: ₹ 0.71) has been credited to the Statement of Profit and Loss (by reducing the depreciation charge for the year) and the outstanding amount of ₹ Nil (31 March 2020: ₹ Nil) has been classified as government grant in the balance sheet [Refer note 3 (k)].

Note 48 Corporate Social Responsibility

During the year, the amount required to be spent on corporate social responsibility activities amounted to ₹ 32.44 (31 March 2020: ₹ 28.43) in accordance with Section 135 of the Act.The following amounts were actually spent during the current & previous year:

For the year ended		31 March 2021	31 March 2020
(i)	Amount spent other than for construction/ acquisition of any asset	32.44	28.43
(ii)	Amount accrued and not spent	-	-
	Total	**32.44**	**28.43**

Note 49

During the year ended 31 March 2016, based on queries received from Securities Exchange Board of India ('SEBI'), the Company conducted a preliminary internal investigation and discovered certain irregularities by M/s Sharepro Services (India) Private Limited ('Sharepro'), the Company's erstwhile Registrar and Share Transfer Agent. Subsequently, the Company filed a criminal complaint against Sharepro and its employees. Pursuant to the directions issued by SEBI in its interim order dated 22 March 2016, the Company appointed an independent external agency to conduct an audit of the records and systems of Sharepro with respect to past transactions. The report of the external agency was submitted with SEBI by the Company vide its letter dated 12 July 2016. In 2019-20, following the receipt of a Show Cause Notice dated 8 November 2019 from SEBI in a related matter, the Company filed a Settlement Application and SEBI passed the settlement order on 17 September, 2020.The Company continues to evaluate additional steps, if any, based on the directions of SEBI or any other regulatory authorities.

Based on consultations with its legal counsel, the Company has been advised that the liability will not devolve on the Company and thus no provision is considered necessary.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 50 Research and Development expenses

For the year ended	31 March 2021	31 March 2020
Capital expenditure	0.25	1.99
Revenue expenditure	31.90	31.58
Total	**32.15**	**33.57**

Note 51 Capital management

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors, creditors and market confidence and to sustain future development and growth of its business. In order to maintain the capital structure, the Company monitors the return on capital, as well as the level of dividends to equity shareholders. The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to all its shareholders. For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves and debt includes non-current borrowings, current borrowings and certain components of other financial liabilities.

The Company monitors capital on the basis of the following gearing ratio.

As at	31 March 2021	31 March 2020
Total debt	1,798.02	1,203.92
Total equity	3,319.53	4,274.65
Debt to equity %	**54.16%**	**28.16%**

Note 52 During the previous year, the Company has received ₹ 3.66 in lieu of equity investments of ₹ 2 (net of write off in the previous years).

Note 53 The Board of Directors of the Company at their meeting held on 17 August 2020 approved the issue of unsecured, non-convertible, redeemable, fully paid-up debentures, along with an appropriate cash component, aggregating to ₹ 41.50 per equity share, subject to applicable taxes, by way of bonus to the Members of the Company, by utilizing the general reserve/surplus in the profit and loss account of the Company under a Scheme of Arrangement("Scheme"). Further, the Board of Directors at their meeting held on 5 October 2020, approved the Scheme of Arrangement between Britannia Industries Limited and its Members under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act which, inter alia, provides for (a) Issue of 1 unsecured, non-convertible, redeemable, fully paid up Debenture of face value ₹ 29 each for every 1 fully paid up equity share of face value ₹ 1 each by utilizing the General Reserve of the Company and (b) Payment of dividend of ₹ 12.50 per every 1 fully paid up equity share of face value ₹ 1 each by utilizing its accumulated profits to all the members of the Company, subject to approval of the Scheme by members and statutory/ regulatory authorities including the Stock Exchanges, SEBI and the Hon'ble National Company Law Tribunal, Kolkata bench and subject to deduction/withholding of applicable taxes. The Company received Observation letters from BSE Limited and National Stock Exchange of India Limited for the Scheme of Arrangement on 17 December 2020 and filed the Company application before the Hon'ble National Company Law Tribunal ("Tribunal"), Kolkata Bench on 19 December 2020. The Scheme of Arrangement was approved by Shareholders and Commercial Paper Holders by requisite majority at their meetings convened by Video Conference (VC) on 15 February 2021 as per the directions of the Hon'ble Tribunal. The Company has completed filing the Company Petition with the Hon'ble Tribunal on 24 March 2021 for the sanction of the Scheme and hearing is scheduled on 28 April 2021.

₹ in Crores

Note 54 Financial instruments - fair values and risk management

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2021, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount					Fair value			
		FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Investment in mutual funds	7 & 12	1,500.09	-	-	-	1,500.09	-	1,500.09	-	1,500.09
Investments with insurance companies	7	15.40	-	-	-	15.40	-	15.40	-	15.40
		1,515.49	-	-	-	**1,515.49**				
Financial assets not measured at fair value										
Investments in debentures/bonds	7 & 12	-	-	1,011.90	-	1,011.90				
Investments in preference shares	7	-	-	6.05	-	6.05				
Investments in in tax free bonds	7	-	-	14.11	-	14.11				
Investments in government securities	7 & 12	-	-	11.32	-	11.32				
Loans receivable	8 & 15	-	-	1,016.82	-	1,016.82				
Other financial assets	9 & 16	-	-	384.38	-	384.38				
Trade receivables	13	-	-	198.36	-	198.36				
Cash and cash equivalents	14	-	-	77.58	-	77.58				
Bank balances	14	-	-	33.22	-	33.22				
		-	-	**2,753.74**	-	**2,753.74**				
Financial liabilities not measured at fair value										
Borrowings	20	-	-	-	1,797.25	1,797.25				
Trade payables	22	-	-	-	1,191.09	1,191.09				
Other financial liabilities	21 & 23	-	-	-	544.60	544.60				
		-	-	-	**3,532.94**	**3,532.94**				

NOTE

₹ in Crores

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2020, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount					Fair value			
		FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Investment in mutual funds	7 & 12	1,284.04	-	-	-	1,284.04	-	1,284.04	-	1,284.04
Investments with insurance companies	7	14.61	-	-	-	14.61	-	14.61	-	14.61
		1,298.65	-	-	-	**1,298.65**				
Financial assets not measured at fair value										
Investments in debentures/bonds	7 & 12	-	-	1,439.82	-	1,439.82				
Investments in preference shares	7	-	-	6.05	-	6.05				
Investments in in tax free bonds	7	-	-	14.11	-	14.11				
Investments in government securities	7 & 12	-	-	12.29	-	12.29				
Loans receivable	8 & 15	-	-	1,267.76	-	1,267.76				
Other financial assets	9 & 16	-	-	229.08	-	229.08				
Trade receivables	13	-	-	242.23	-	242.23				
Cash and cash equivalents	14	-	-	21.76	-	21.76				
Bank balances	14	-	-	17.40	-	17.40				
		-	-	**3,250.50**	-	**3,250.50**				
Financial liabilities not measured at fair value										
Borrowings	20	-	-	-	1,202.12	1,202.12				
Trade payables	22	-	-	-	886.70	886.70				
Other financial liabilities	21 & 23	-	-	-	445.16	445.16				
		-	-	-	**2,533.98**	**2,533.98**				

The fair value of cash and cash equivalents, bank balances, trade receivables, loans receivable, investments in tax-free bonds, investments in debentures/bonds, investments in preference shares, investments in government securities, borrowings, trade payables and other financial assets and liabilities approximate their carrying amount largely due to the nature of these instruments. The Company's loans have been contracted at market rates of interest. Accordingly, the carrying value of such loans approximate fair value.

Investments in mutual funds, which are classified as FVTPL are measured using net assets value at the reporting date multiplied by the quantity held.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Financial risk management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's management risk policy is set by the Board. The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. A summary of the risks have been given below.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans given. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to customers, including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. Based on our assessment and current estimates the carrying value and the provisions made as at 31 March 2021 is considered adequate.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Company limits its exposure to credit risk from trade receivables by establishing a appropriate credit period for customer. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are wholesale, retail or institutional customers, their geographic location, industry, trading history with the Company and existence of previous financial difficulties. The default in collection as a percentage to total receivable is low.

The Company's exposure to credit risk for trade receivables by geographic region is as follows:

	Gross carrying amount	
	31 March 2021	31 March 2020
India	168.80	214.60
Others	31.92	29.43
	200.72	**244.03**

The Company's exposure to credit risk for trade receivables by type of counterparty is as follows:

	Gross carrying amount	
	31 March 2021	31 March 2020
Institutional	108.03	133.24
Authorised wholesaler	24.13	44.79
Exports	31.92	29.43
Others	36.64	36.57
	200.72	**244.03**

Movement in the allowance for impairment in trade receivables

	31 March 2021	31 March 2020
Opening balance	1.80	6.64
Amount provided for	0.56	0.26
Reversal of provision for impairment in receivables [Refer note 33]	-	(5.10)
Net remeasurement of loss allowance	**2.36**	**1.80**

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Loans receivables

Movement in the allowance for impairment in loans receivable

	31 March 2021	31 March 2020
Opening balance	1.04	1.04
Reversal of provision for impairment	(1.04)	-
Net remeasurement of loss allowance	-	1.04

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, that it will always have sufficient liquidity to meet its liabilities when due. The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by the senior management.

The Company aims to maintain the level of its cash and cash equivalents and other highly marketable debt investments at an amount in excess of expected cash outflows on financial liabilities (other than trade payables) over the next six months. The Company also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities. At 31 March 2021, the expected cash flows from trade receivables is ₹ 198.36 (31 March 2020: ₹ 242.23). This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

In addition, the Company maintains a line of credit of ₹ 930.00 (31 March 2020: ₹ 675.60) overdraft facility with various banks that is unsecured. Interest would be payable basis prevailing MCLR plus applicable margin (31 March 2020 : prevailing MCLR plus applicable margin).

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2021 and 31 March 2020:

Particulars	As at 31 March 2021		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Trade payables (Refer note 22)	1,191.09	-	-
Other financial liabilities (Refer note 21 and 23)	505.28	-	39.32
Borrowings (Refer note 20)	1,075.70	721.55	-
	2,772.07	**721.55**	**39.32**

Particulars	As at 31 March 2020		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Trade payables (Refer note 22)	886.70	-	-
Other financial liabilities (Refer note 21 and 23)	414.63	-	30.53
Borrowings (Refer note 20)	479.99	0.71	721.42
	1,781.32	**0.71**	**751.95**

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates and interest rates - will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Company is exposed to currency risk to the extent that there is mismatch between the currencies in which sales, purchase are denominated and the respective functional currencies of Company. The Company has export sales (3% of total sales) primarily denominated in US dollars and Euro. At any point in time, the Company hedges 95% to 100% of its estimated foreign currency exposure in respect of sales and purchases over the following 12 months. The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

Exposure to currency risk

The summary quantitative data about the Company's gross exposure to currency risk is as follows:

	31 March 2021		31 March 2020	
	Euro	USD	Euro	USD
Export receivables	-	0.42	-	0.38
Overseas payables	(0.33)	-	-	-

The Company uses forward exchange contracts to hedge the currency exposure and is therefore not exposed to significant currency risk at the respective reporting dates.

Sensitivity analysis

The impact of strengthening/weakening of currency on the Company is not material as Company hedges 95% to 100% of the foreign currency exposure.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The Company's exposure to risk of changes in market interest rate is minimal.

Sensitivity analysis

The sensitivity analysis have been determined based on the exposure to interest rates for debt obligations with floating rates.The impact on the Company of movement in interest rate by 100 basis points higher or lower and considering all other variables constant, is not material.

Impact of COVID-19

The Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, inventory, receivables, advances, property plant and equipment, intangibles etc as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information. Having reviewed the underlying data and based on current estimates, the Company does not expect any material impact on the carrying amount of these assets & liabilities. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk and market risk and does not foresee any material impact on account of the same.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 55 **A. Revenue streams**

The Company is primarily involved in manufacturing and sale of various food products. Other sources of revenue include scrap sales and royalty income.

	Note	31 March 2021	31 March 2020
Sale of goods / Income from operations	26	12,113.65	10,820.57
Other operating revenues	26	265.18	166.11
Revenue from operations		**12,378.83**	**10,986.68**

B. Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical market.

	31 March 2021	31 March 2020
India	11,800.10	10,524.72
Others	313.55	295.85
Sale of goods / Income from operations	**12,113.65**	**10,820.57**

The Company does not incur any cost to obtain or fulfil a contract with the customer.

C. Reconciliation of net sale of goods

	31 March 2021	31 March 2020
Gross Sales Value	12,664.56	11,403.16
Add: Customer loyalty programme	0.75	(0.92)
Less: Stock returns	116.64	124.33
Less: Trade discounts, promotions & channel margins	435.02	457.34
Sale of goods / Income from operations	**12,113.65**	**10,820.57**

Note 56 The financial statements are presented in ₹ crores (rounded off to two decimal places). Those items which are required to be disclosed and which were not presented in the financial statements due to rounding off to the nearest ₹ crore are given below:

₹ in '000

Note No.	Description		31 March 2021	31 March 2020
7	**Non-current investments:**			
(a)	Unquoted - Investments in debentures / bonds			
	The Bengal Chamber of Commerce and Industry 6 1/2 % Non-redeemable registered debentures 1962		4	4
45.	**Related party disclosures under Ind AS 24:**			
		Relationship		
(a)	Outstanding as at year end - net receivables / (payables)			
-	Britannia Dairy Holdings Private Limited, Mauritius	Subsidiary	46	46

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in '000

Note No.	Description		31 March 2021	31 March 2020
(b)	Purchase of finished goods / consumables and ingredients			
-	Sunrise Biscuit Company Private Limited	Subsidiary	-	18
(c)	Recovery of guest house expenses			
-	Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	41	-

Note 57 During the year ended 31 March 2021, no material foreseeable loss (31 March 2020: Nil) was incurred for any long-term contract including derivative contracts.

As per our report of even date attached
for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N.Venkataraman
Chief Financial Officer

T.V.Thulsidass
Company Secretary
(Membership number:A20927)

Place: Bengaluru
Date : 27 April 2021

INDEPENDENT AUDITOR'S REPORT

To the Members of Britannia Industries Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Britannia Industries Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associate companies, as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the separate financial statements and on the other financial information of the subsidiaries and associate companies, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the consolidated state of affairs of the Group and its associate companies, as at 31 March 2021, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Revenue Recognition (refer note 3(i) and 29 to the consolidated financial statements) The revenue of the Group consists primarily of sale of food products that are sold through distributors, modern trade and direct sale channels amongst others. Revenue is recognized when the control of products is transferred to customer and there is no unfulfilled obligation.	**Our key audit procedures around revenue recognition included, and not limited to,** the following: • Assessed the appropriateness of the revenue recognition accounting policies of the Group including those relating to rebates and trade discounts, by evaluating compliance with the applicable accounting standards. • Evaluated the design and tested the operating effectiveness of the relevant key controls with respect to revenue recognition including general and specific information technology controls.

Key audit matter	How our audit addressed the key audit matter
Owing to the volume of sales transactions, size of the distribution network and varied terms of contracts with customers, revenue is determined to be an area involving significant risk in line with the requirements of the Standards on Auditing and hence, requiring significant auditor attention. The management is required to make certain key judgements around determination of transaction price in accordance with the requirements of Ind AS 115, "Revenue from Contracts with Customers" on account of consideration payable to customers in the form of various discount schemes, returns and rebates. The Group and its external stakeholders focus on revenue as a key performance indicator and this could create an incentive for revenue to be overstated or recognised before control has been transferred. Considering the aforesaid significance to our audit and the external stakeholders, revenue recognition has been considered as a key audit matter for the current year's audit.	• Performed substantive testing on selected samples of revenue transactions recorded during the year by testing the underlying documents including contracts, invoices, goods dispatch notes, shipping documents and customer receipts, wherever applicable. • Understood and evaluated the Company's process for recording of the accruals for discounts and rebates and ongoing incentive schemes and tested the year-end provisions made in respect of such schemes. • Performed analytical review procedures on revenue recognised during the year to identify any unusual and/or material variances. • Performed confirmation procedures on selected invoices outstanding as at the year end. • Tested selected samples of revenue transactions recorded before and after the financial year end date to determine whether the revenue has been recognised in the appropriate financial period. • Tested a sample of manual journal entries posted to revenue ledgers to identify any unusual items. • Evaluated the appropriateness and adequacy of disclosures in the consolidated financial statements in respect of revenue recognition in accordance with the applicable requirements.

Key audit matter	How our audit addressed the key audit matter
Related Party Transactions (refer note 45 to the consolidated financial statements) The Group has entered into several transactions with related parties during the year ended 31 March 2021 and also has outstanding balances as at the year end. We identified related party transactions as a key audit matter due to the risk with respect to completeness of disclosures made in the consolidated financial statements due to a volume of such transactions, recoverability of balances outstanding, compliance with statutory regulations governing related party transactions such as the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the SEBI listing regulations'), and the judgements involved in assessing whether transactions with related parties are undertaken at arms' length.	**Our key audit procedures around related party transactions included, but were not limited to, the following:** • Evaluated the design and tested operating effectiveness of the relevant key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standards. • Assessed the compliance with the SEBI listing regulations and the regulations under the Companies Act, 2013, including authorization and approvals as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions, as applicable. In cases where the matter was subject to interpretation, we assessed reasonableness of management's judgement by considering the advice obtained by management from legal practitioners.

Key audit matter	How our audit addressed the key audit matter
	• On a sample basis, inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. We also assessed the completeness of related parties with reference to the various statutory registers and declarations maintained by the Group's management. • Verified the management's assessment of recoverability of dues from related parties by reference to underlying supporting documents valuation of underlying assets of such entities and settlement of such transactions subsequent to the balance sheet date. • On a sample basis, tested the Group's assessment of related party transactions for arms' length pricing. • Considered the adequacy and appropriateness of the disclosures made in the consolidated financial statements of related party relationships and transactions in accordance with the requirements of applicable accounting standard.

Key audit matter	How our audit addressed the key audit matter
Litigations, provisions and contingencies (refer note 28 and 36 to the consolidated financial statements) The Group is involved in various direct, indirect tax and other litigations ('litigations') that are pending with different statutory authorities. Provisions are recognized when the Group has a present obligation (legal/ constructive) as a result of a past event for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. The aforesaid assessment requires the Management to make judgements and estimates in relation to the matters and exposures arising from a range of matters relating to direct tax, indirect tax, claims, general legal proceedings and other claims against the Group arising in the regular course of business.	**Our key audit procedures around litigations, provisions and contingencies included, but not limited to, the following:** • Assessed the appropriateness of the Group's accounting policies relating to provisions and contingent liability by comparing with the applicable accounting standards. • Evaluated the design and operating effectiveness of the relevant key controls around the recording and assessment of litigations, provisions and contingent liabilities. • Engaged subject matter specialists to gain an understanding of the current status of litigations and monitored changes in the disputes, if any, through discussions with the management and by reading external advice received by the Company from legal counsel, where relevant, to validate management's conclusions.

Key audit matter	How our audit addressed the key audit matter
The level of management judgement associated with determining the need for, and the quantum of, provisions for any liabilities and disclosures of any contingent liabilities arising from these litigations is considered to be high. This judgement is dependent on a number of significant assumptions and assessments which involves interpreting the various applicable rules, regulations, practices and considering precedents in the various jurisdictions, for which the management uses various subject matter experts. In view of the uncertainty relating to the outcome of these litigations, the significance of the amounts involved and the subjectivity involved in management's judgement, this matter has been considered as a key audit matter for the current year audit.	• Obtained and assessed the Company's assumptions and estimates in respect of litigations, including the liabilities or provisions recognized or contingent liabilities disclosed in the consolidated financial statements. This involved comparing the same to the assessment of the Auditors' subject matter specialists and assessing the probability of an unfavorable outcome of a given proceeding and the reliability of estimates of related amounts. • On a test basis, performed substantive procedures on the underlying calculations supporting the provisions recorded. • Assessed the appropriateness and adequacy of the disclosures made in relation to related provisions and contingencies in the consolidated financial statements.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate companies in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors and management of the companies included in the Group, and its associate companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These consolidated financial statements

have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate companies are responsible for assessing the ability of the Group and of its associate companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associate companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate companies to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate companies to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidate financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, and its associate companies, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible

for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

15. We did not audit the financial statements/financial information of eight subsidiaries, whose financial statements/financial information reflect total assets of ₹ 810.86 crores and net assets of ₹ 428.97 crores as at 31 March 2021, total revenues of ₹ 675.53 crores and net cash inflows amounting to ₹ 15.37 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries are based solely on the reports of the other auditors.

Further, these subsidiaries are located outside India whose financial statements/financial information and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements/ financial information of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the balances and affairs of such subsidiaries located outside India, are based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

16. We did not audit the financial statements / financial information of one subsidiary, whose financial statements / financial information reflects total assets of ₹ 0.35 crores and net assets of ₹ 0.35 crores as at 31 March 2021, total revenues of ₹ nil and net cash outflows amounting to ₹ 0.02 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (including other comprehensive income) of ₹ 0.81 crores for the year ended 31 March 2021, as considered in the consolidated financial statements, in respect of two associate companies, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary and associate companies, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary and associate companies, are based solely on such unaudited financial statements / financial information.

In our opinion and according to the information and explanations given to us by the management, these financial statements / financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial statements/financial information certified by the management.

17. The consolidated financial statements of the Company for the year ended 31 March 2020 were audited by the predecessor auditor, BSR & Co LLP, who have expressed an unmodified opinion on those consolidated financial statements vide their audit report dated 02 June 2020.

Report on Other Legal and Regulatory Requirements

18. As required by Section 197(16) of the Act, based on our audit, we report that the Holding Company, paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

Further, we report that 13 subsidiaries covered under the Act have not paid or provided for any managerial remuneration during the year. Further, as stated in paragraph 16, financial statements of two associate companies covered under the Act are unaudited and have been furnished to us by the management, and as certified by the management, one of such associate companies has not paid or provided for any managerial remuneration during the year and the other associate company is not a public company as defined under Section 2(71) of the Act.

Accordingly, reporting under Section 197(16) of the Act is not applicable in respect of such subsidiaries and associate companies.

19. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;

e) on the basis of the written representations received from the directors of the Holding Company and its subsidiaries taken on record by the Board of Directors of the Holding Company and the subsidiaries respectively covered under the Act, none of the directors of the Group companies covered under the Act, are disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act;

f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiaries and associate companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I'; and

g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate companies as detailed in Note 28 & 36 to the consolidated financial statements;

ii. the Holding Company and its associate companies did not have any long-term contracts including derivative contracts for

which there were any material foreseeable losses as at 31 March 2021;

iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, during the year ended 31 March 2021. There are no amounts which are required to be transferred to the Investment Education and Protection Fund by its subsidiaries and associate companies incorporated in India during the year ended 31 March 2021; and

iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership No.: 210122
UDIN: 21210122AAAABF8064

Bengaluru
27 April 2021

ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF BRITANNIA INDUSTRIES LIMITED, ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Britannia Industries Limited ('the Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associate companies as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its subsidiaries and its associate companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries, as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets

of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiaries, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to two associate companies, which are companies covered under the Act, in respect of which, the Group's share of net profit (including other comprehensive income) of ₹ 0.81 crores for the year ended 31 March 2021 has been considered in the consolidated financial statements. The internal financial controls with reference to financial statements of these associate companies, which are companies covered under the Act, are unaudited and our opinion under Section 143(3)(i) of the Act on adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to the aforesaid associate companies, which are companies covered under the Act, is solely based on the corresponding internal financial controls with reference to financial statements reports certified by the management of such companies. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group. Our opinion is not modified in respect of the above matter with respect to our reliance on the internal financial controls with reference to financial statements reports certified by the management.

Our opinion is not modified in respect of the above matter with respect to our reliance on the internal financial controls with reference to financial statements reports certified by the management.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership No.: 210122
UDIN: 21210122AAAABF8064

Bengaluru
27 April 2021

CONSOLIDATED BALANCE SHEET

₹ in Crores

As at		Note	31 March 2021	31 March 2020
I	**Assets**			
(1)	**Non-current assets**			
	(a) Property, plant and equipment	4	1,634.30	1,716.37
	(b) Capital work-in-progress	4	116.52	39.55
	(c) Investment property	5	14.21	14.47
	(d) Goodwill	6	135.90	138.97
	(e) Other intangible assets	6	8.54	8.37
	(f) Investment in associates	7	2.29	1.48
	(g) Financial assets			
	(i) Investments	8	1,385.15	1,882.98
	(ii) Loans receivable	9	74.58	202.95
	(iii) Other financial assets	10	30.13	31.33
	(h) Deferred tax assets, (net)	19	9.66	19.56
	(i) Income-tax assets, (net)	19	71.84	68.77
	(j) Other non-current assets	11	105.98	42.46
	Total non-current assets		3,589.10	4,167.26
(2)	**Current assets**			
	(a) Inventories	12	1,091.49	740.96
	(b) Financial assets			
	(i) Investments	13	1,393.25	1,008.77
	(ii) Trade receivables	14	257.27	320.36
	(iii) Cash and cash equivalents	15	142.74	81.23
	(iv) Bank balances other than (iii) above	15	68.60	41.62
	(v) Loans receivable	16	946.56	1,110.11
	(vi) Other financial assets	17	397.76	229.75
	(c) Other current assets	18	122.01	142.17
	Total current assets		4,419.68	3,674.97
	Total assets		8,008.78	7,842.23
II	**Equity and liabilities**			
(1)	**Equity**			
	(a) Equity share capital	20	24.09	24.05
	(b) Other equity	21	3,523.57	4,378.78
	Equity attributable to equity holders of the parent		3,547.66	4,402.83
	Non-controlling interests		36.34	35.65
	Total equity		3,584.00	4,438.48
(2)	**Liabilities**			
	(A) Non-current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	22	747.75	766.06
	(ii) Other financial liabilities	23	54.07	46.54
	(b) Deferred tax liabilities, (net)	19	8.69	12.69
	Total non-current liabilities		810.51	825.29
	(B) Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	24	1,339.42	747.99
	(ii) Trade payables	25		
	(a) total outstanding dues of micro enterprises and small enterprises		28.44	8.53
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,286.31	1,038.47
	(iii) Other financial liabilities	26	356.01	311.91
	(b) Other current liabilities	27	140.54	150.08
	(c) Provisions	28	387.47	273.70
	(d) Current tax liabilities, (net)	19	76.08	47.78
	Total current liabilities		3,614.27	2,578.46
	Total liabilities		4,424.78	3,403.75
	Total equity and liabilities		8,008.78	7,842.23
Significant accounting policies		3		

See accompanying notes to the consolidated financial statements

As per our report of even date attached

for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N. Venkataraman
Chief Financial Officer

T.V. Thulsidass
Company Secretary
(Membership number: A20927)

Place: Bengaluru
Date : 27 April 2021

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

₹ in Crores

For the year ended		Note	31 March 2021	31 March 2020
I	**Revenue from operations**			
	Sale of goods / Income from operations	29	12,883.04	11,443.99
	Other operating revenues	29	253.10	155.56
			13,136.14	**11,599.55**
II	**Other income**	30	312.87	279.40
III	**Total income (I+II)**		**13,449.01**	**11,878.95**
IV	**Expenses**			
	Cost of materials consumed	31(a)	6,502.33	5,684.98
	Purchases of stock-in-trade	31(b)	1,160.89	1,189.92
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	32	(37.12)	52.57
	Excise duty			
	Employee benefits expense	33	527.38	486.69
	Finance costs	34	110.90	76.90
	Depreciation and amortisation expense	4, 5, 6	197.85	184.81
	Other expenses	35	2,473.37	2,342.21
	Total expenses		**10,935.60**	**10,018.08**
V	**Profit before share of profits / (loss) of associates (III-IV)**		**2,513.41**	**1,860.87**
VI	**Share of profit / (loss) of associates**		**0.81**	**0.44**
VII	**Profit before exceptional items and tax (V+VI)**		**2,514.22**	**1,861.31**
VIII	**Exceptional items (Refer note 56)**		**0.61**	**17.01**
IX	**Profit before tax (VII-VIII)**		**2,513.61**	**1,844.30**
X	**Tax expense:**			
	(i) Current tax	19	657.12	447.69
	(ii) Deferred tax	19	5.90	3.01
			663.02	**450.70**
XI	**Profit for the year (IX-X)**		**1,850.59**	**1,393.60**
XII	**Other comprehensive income**			
	Items that will not be reclassified subsequently to statement of profit or loss			
	Remeasurements of the net defined benefit (liability) / asset		3.50	(6.50)
	Income-tax relating to items not to be reclassified subsequently to statement of profit or loss		(0.92)	1.57
	Items that will be reclassified subsequently to statement of profit or loss			
	Foreign currency translation reserve		(4.08)	10.05
	Other comprehensive income/ (loss), net of tax		**(1.50)**	**5.12**
XIII	**Total Comprehensive income for the year (XI+XII)**		**1,849.09**	**1,398.72**
	Profit attributable to:			
	Owners of the Company		1,863.90	1,402.63
	Non-controlling interests		(13.31)	(9.03)
	Profit for the year		**1,850.59**	**1,393.60**
	Other comprehensive income attributable to:			
	Owners of the Company		(1.50)	5.12
	Non-controlling interests		-	-
	Other comprehensive income for the year		**(1.50)**	**5.12**
	Total comprehensive income attributable to:			
	Owners of the Company		1,862.40	1,407.75
	Non-controlling interests		(13.31)	(9.03)
	Total comprehensive income for the year		**1,849.09**	**1,398.72**
	Earnings per share (face value of ₹ 1 each)			
	Basic [in ₹]		77.43	58.35
	Diluted [in ₹]		77.40	58.34
	Weighted average number of equity shares used in computing earnings per share:			
	- Basic		240,716,747	240,379,360
	- Diluted		240,800,190	240,438,381
Significant accounting policies		3		

See accompanying notes to the consolidated financial statements

As per our report of even date attached

for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N. Venkataraman
Chief Financial Officer

T.V. Thulsidass
Company Secretary
(Membership number: A20927)

Place: Bengaluru
Date : 27 April 2021

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

₹ in Crores

Particulars	Equity share capital	Other equity										Total equity attributable to equity holders of the Company	Attributable to non-controlling interest	Total
		Surplus								Other comprehensive income				
		Securities premium	Retained earnings	Capital reserve	Capital redemption reserve	Debenture redemption reserve	General reserve	Share options outstanding account	Foreign currency translation reserve	Equity instruments through OCI	Other items of OCI			
Balance as at 1 April 2019	24.03	85.57	3,392.53	0.63	3.96	-	723.37	19.93	7.34	-	(4.11)	4,253.25	32.68	4,285.93
Changes in equity for the year ended 31 March 2020														
Increase in share capital on exercise of employee stock options	0.02	-	-	-	-	-	-	-	-	-	-	0.02	-	0.02
Foreign currency translation reserve	-	-	-	-	-	-	-	-	10.05	-	-	10.05	-	10.05
Share based payment [Refer note 33]	-	-	-	-	-	-	-	21.58	-	-	-	21.58	-	21.58
Transfer to general reserve	-	-	(148.43)	-	-	-	-	-	-	-	-	(148.43)	-	(148.43)
Transfer to debenture redemption reserve	-	-	(180.24)	-	-	-	-	-	-	-	-	(180.24)	-	(180.24)
Transfer from retained earnings	-	-	-	-	-	180.24	148.43	-	-	-	-	328.67	-	328.67
Transfer to securities premium on issue of equity shares	-	23.95	-	-	-	-	-	-	-	-	-	23.95	-	23.95
Transfer to securities premium from share options outstanding account	-	7.10	-	-	-	-	-	(7.10)	-	-	-	-	-	-
Dividends (including dividend distribution tax)	-	-	(434.57)	-	-	-	-	-	-	-	-	(434.57)	-	(434.57)
Issue of bonus debentures(including dividend distribution tax)	-	-	(869.15)	-	-	-	-	-	-	-	-	(869.15)	-	(869.15)
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-	(4.93)	(4.93)	-	(4.93)
Increase in share capital of non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	12.00	12.00
Profit for the year	-	-	1,402.63	-	-	-	-	-	-	-	-	1,402.63	(9.03)	1,393.60
Balance as at 31 March 2020	24.05	116.62	3,162.77	0.63	3.96	180.24	871.80	34.41	17.39	-	(9.04)	4,402.83	35.65	4,438.48

Particulars	Equity share capital	Other equity										Total equity attributable to equity holders of the Company	Attributable to non-controlling interest	Total
		Surplus								Other comprehensive income				
		Securities premium	Retained earnings	Capital reserve	Capital redemption reserve	"Debenture redemption reserve"	General reserve	Share options outstanding account	Foreign currency translation reserve	Equity instruments through OCI	Other items of OCI			
Balance as at 1 April 2020	24.05	116.62	3,162.77	0.63	3.96	180.24	871.80	34.41	17.39	-	(9.04)	4,402.83	35.65	4,438.48
Changes in equity for the year ended 31 March 2021														
Increase in share capital on exercise of employee stock options	0.04	-	-	-	-	-	-	-	-	-	-	0.04	-	0.04
Foreign currency translation reserve	-	-	-	-	-	-	-	-	(4.08)	-	-	(4.08)	-	(4.08)
Share based payment [Refer note 33]	-	-	-	-	-	-	-	18.94	-	-	-	18.94	-	18.94
Transfer to securities premium on issue of equity shares	-	103.11	-	-	-	-	-	-	-	-	-	103.11	-	103.11
Transfer to securities premium from share options outstanding account	-	25.25	-	-	-	-	-	(25.25)	-	-	-	-	-	-
Dividends	-	-	(2,839.66)	-	-	-	-	-	-	-	-	(2,839.66)	-	(2,839.66)
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	-	-	-	2.58	2.58	-	2.58
Increase in share capital of non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	14.00	14.00
Profit for the year	-	-	1,863.90	-	-	-	-	-	-	-	-	1,863.90	(13.31)	1,850.59
Balance as at 31 March 2021	24.09	244.98	2,187.01	0.63	3.96	180.24	871.80	28.10	13.31	-	(6.46)	3,547.66	36.34	3,584.00

See accompanying notes to the consolidated financial statements

As per our report of even date attached

for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N. Venkataraman
Chief Financial Officer

T.V. Thulsidass
Company Secretary
(Membership number: A20927)

Place: Bengaluru
Date : 27 April 2021

CONSOLIDATED STATEMENT OF CASH FLOWS

₹ in Crores

For the year ended	31 March 2021	31 March 2020
Cash flows from operating activities		
Profit before tax and share of profits / (loss) of associates and after exceptional item	2,512.80	1,843.86
Adjustments for :		
Depreciation and amortisation expense	197.85	184.81
Share based payment expense	18.94	21.58
Net gain on financial asset measured at fair value through Statement of Profit and Loss	(65.47)	(89.88)
(Profit) / Loss on sale of property, plant and equipment	(0.33)	(0.11)
Interest income from financial assets carried at amortised cost	(234.66)	(176.77)
Finance costs	110.90	76.90
Changes in		
Inventories	(351.44)	42.99
Trade receivables	61.40	78.85
Loans receivable, other financial assets, other bank balances and other assets	(170.82)	(23.66)
Accounts payables, other financial liabilities, other liabilities and provisions	404.71	29.21
Cash generated from operating activities	**2,483.88**	**1,987.78**
Income-tax paid, net of refund	(632.81)	(503.25)
Net cash generated from operating activities	**1,851.07**	**1,484.53**
Cash flow from investing activities		
Acquisition of property, plant and equipment and other intangible assets	(242.07)	(244.17)
Proceeds from sale of property, plant and equipment	2.17	0.73
Sale/ (Purchase) of investments, net	178.82	(1,326.63)
Inter-corporate deposits placed	(1,202.50)	(1,293.41)
Inter-corporate deposits redeemed	1,491.41	1,204.24
Interest received	233.43	127.62
Net cash generated from / (used in) investing activities	**461.26**	**(1,531.62)**
Cash flow from financing activities		
Proceeds from share allotment	103.15	23.97
Principal payment of lease liabilities**	(2.55)	(2.03)
Interest paid on lease liabilities	(1.04)	-
Interest paid	(101.30)	(35.99)
Issue of bonus debentures	-	720.95
Proceeds from borrowings, net*	567.80	640.72
Contribution from non-controlling interest	14.00	12.00
Dividends paid (including dividend distribution tax)	(2,823.75)	(432.53)
Payment of bonus debentures (including dividend distribution tax)	-	(869.15)
Net cash (used in) / generated from financing activities	**(2,243.69)**	**57.94**

CONSOLIDATED STATEMENT OF CASH FLOW (CONTINUED)

₹ in Crores

For the year ended	31 March 2021	31 March 2020
Net change in cash and cash equivalents	**68.64**	**10.85**
Effect of exchange rate changes on cash and cash equivalents	(2.44)	5.69
Cash and cash equivalents at beginning of the year (Net of bank overdraft)	75.26	58.72
Cash and cash equivalents at end of the year (Net of bank overdraft)	**141.45**	**75.26**
Cash and cash equivalents	142.74	81.23
Bank overdraft	(1.29)	(5.97)
Cash and cash equivalents at end of the year (Net of bank overdraft)	**141.45**	**75.26**
Debt reconciliation statement in accordance with Ind AS 7		
Current borrowings		
Opening balance	747.99	76.10
Proceeds from / (Repayment of) borrowings, net	585.08	659.31
Exchange fluctuation	(1.77)	6.85
Non-cash change (fair value)	8.12	5.73
Closing balance	**1,339.42**	**747.99**
Non-current borrowings and Certain components of other financial liabilities		
Opening balance	789.02	81.13
Proceeds from / (Repayment of) borrowings, net	(22.77)	707.89
Closing balance	**766.25**	**789.02**

* Bank overdraft amounting to ₹ 1.29 (31 March 2020: ₹ 5.97) is shown under cash and cash equivalent as per requirement of Ind AS 7. Hence, proceeds from borrowings under financing activity does not include the movement in bank overdraft.

** Includes ₹ 1.74 (31 March 2020: ₹ 1.59) towards repayment of lease liability recognised as per the requirements of Ind AS 116 which does not form part of debt reconciliation.

Significant accounting Policies [Refer note 3]

See accompanying notes to the consolidated financial statements

As per our report of even date attached
for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N. Venkataraman
Chief Financial Officer

T.V. Thulsidass
Company Secretary
(Membership number: A20927)

Place: Bengaluru
Date : 27 April 2021

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

1 REPORTING ENTITY

Britannia Industries Limited (the 'Company') is a company domiciled in India, with its registered office situated at 5/1A, Hungerford Street, Kolkata, West Bengal - 700017. The Company has been incorporated under the provisions of Indian Companies Act and its equity shares are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE) in India. These consolidated financial statements comprise the Company and its subsidiaries (referred to collectively as the 'Group') and the Group's interest in associates. The Group is primarily involved in manufacturing and sale of various food products.

2 BASIS OF PREPARATION

A. Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended, notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The consolidated financial statements were authorised for issue by the Company's Board of Directors on 27 April 2021.

Details of the Group's accounting policies are included in Note 3.

B. Functional & presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest crores, unless otherwise indicated.

C. Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Share based payments	Fair value
Net defined benefit asset/ (liability)	Fair value of pla n assets less present value of defined benefit obligations

D. Use of estimates and judgments

In preparing these consolidated financial statements, the Group has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in these consolidated financial statements is included in the following notes:

- Note 37 - leases: whether an arrangement contains a lease and lease classification.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2021 is included in the following notes:

- Note 46 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 40 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 4 - useful life of property, plant and equipment;
- Notes - 8-10 and Notes - 13,14,16 and 17 - impairment of financial assets.

E. Measurement of fair values

Certain accounting policies and disclosures of the Group require the measurement of fair values, for both financial and non financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 5 - investment property;
- Note 20 (d) - share-based payment; and
- Note 52 - financial instruments.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

i. Subsidiaries

Subsidiaries are all the entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which the control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

ii. Non - controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets on the date of acquisition.

iii. Associates

These are entities over which the group has significant influence but not control or joint control over the financial and operating policies.

Interests in associates are accounted using the equity method. They are initially recognised at cost which includes transaction cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity accounted investees until the date on which significant influence ceases.

iv. Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

v. Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

vi. Subsidiaries and associate companies considered in the consolidated financial statements:

Name of the company	Country of incorporation	Ownership interest (in %) (Direct)	
		31 March 2021	31 March 2020
Subsidiary companies:			
Boribunder Finance and Investments Private Limited	India	100.00	100.00
Flora Investments Company Private Limited	India	40.53	40.53
Gilt Edge Finance and Investments Private Limited	India	46.13	46.13
Ganges Vally Foods Private Limited	India	98.66	98.66
International Bakery Products Limited	India	100.00	100.00
J B Mangharam Foods Private Limited	India	100.00	100.00
Manna Foods Private Limited	India	100.00	100.00
Sunrise Biscuit Company Private Limited	India	99.16	99.16

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Name of the company	Country of incorporation	Ownership interest (in %) (Direct)	
		31 March 2021	31 March 2020
Britannia and Associates (Mauritius) Private Limited	Mauritius	100.00	100.00
Britannia and Associates (Dubai) Private Co. Limited	Dubai, UAE	100.00	100.00
Al Sallan Food Industries Co. SAOC	Oman	65.46	65.46
Strategic Food International Co. LLC, Dubai	Dubai, UAE	100.00	100.00
Strategic Brands Holding Company Limited	Dubai, UAE	100.00	100.00
Britannia Egypt LLC	Egypt	100.00	-
Britannia Dairy Private Limited	India	100.00	100.00
Britannia Dairy Holdings Private Limited	Mauritius	100.00	100.00
Britannia Nepal Private Limited	Nepal	100.00	100.00
Britchip Foods Limited	India	60.00	60.00
Britannia Bangladesh Private Limited	Bangladesh	100.00	100.00
Associates:			
Nalanda Biscuits Company Limited	India	35.00	35.00
Sunandaram Foods Private Limited	India	26.00	26.00

The following companies limited by guarantee, are also considered for consolidation:

Britannia Employees General Welfare Association Private Limited

Britannia Employees Medical Welfare Association Private Limited

Britannia Employees Educational Welfare Association Private Limited

vii. ***Principles of consolidation***

These consolidated financial statements have been prepared by consolidation of the financial statements of the Company and its subsidiaries on a line-by-line basis after fully eliminating the inter-company transactions.

The following subsidiary companies are excluded from consolidation as they are not significant:

Name of the entity	Relationship	Country of incorporation
Vasana Agrex and Herbs Private Limited	Subsidiary	India
Snacko Bisc Private Limited	Subsidiary	India

viii. The financial statements of Nalanda Biscuits Company Limited and Sunandaram Foods Private Limited have been incorporated in the consolidated financial statements of Britannia Industries Limited based on unaudited financial statements.

(b) Property, plant and equipment

i. ***Recognition and measurement***

Items of property, plant and equipment are measured at cost (which includes capitalised borrowing costs, if any) less accumulated depreciation and accumulated impairment losses, if any.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Cost of an item of property, plant and equipment includes its purchase price, duties, taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the item to its intended working condition and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit or Loss.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value using straight line method over the useful lives of assets estimated by the Group based on an internal technical evaluation performed by the Group and is recognised in the Statement of Profit and Loss. Assets acquired under lease are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Depreciation for assets purchased / sold during the period is proportionately charged.

The range of estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life
Plant and equipment	7.5 - 15 years
Furniture and fixtures	10 years
Motor vehicles	8 years
Office equipment	3 - 5 years
Buildings	30 - 60 years
Leasehold land	Lease period

Freehold land is not depreciated.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

iv. Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of classification.

v. Capital work-in-progress

Capital work-in-progress includes cost of property, plant and equipment/ other intangible assets under installation / under development as at the balance sheet date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(c) Intangible assets

Internally generated: Research and development

Expenditure on research activities is recognised in the Statement of Profit and Loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete the development and to use or sell the asset. Otherwise, it is recognised in the Statement of Profit or Loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and accumulated impairment losses, if any.

Others:

Other intangible assets including those acquired by the Group in a business combination are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and accumulated impairment losses, if any.

Goodwill arising on consolidation represents the excess of cost to the Group of its investment in a subsidiary company over the Group's portion of net worth of the subsidiary, and is net of capital reserve.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight- line method, and is included in depreciation and amortisation in the Statement of Profit and Loss.

The estimated useful lives are as follows:

Asset	Useful life
Computer software	6 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

(d) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The Group depreciates investment properties on a straight-line basis over the useful life of the asset as specified in point b (iii) above.

Any gain or loss on disposal of an investment property is recognised in the Statement of Profit or Loss.

The fair values of investment property is disclosed in the notes accompanying these consolidated financial statements. Fair values are determined by an independent valuer who holds recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(e) Impairment

(i) Financial assets

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the Statement of Profit or Loss.

(ii) Non -financial assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generated units to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognised in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

(f) Leases

Effective 1 April 2019, the Group has applied Ind AS 116, which replaces the erstwhile lease standard, Ind AS 17 Leases and other interpretations. The Group at the inception of a contract, assesses whether a contract, is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Ind AS 116 introduces a single balance sheet lease accounting model for lessees. A lessee recognises a Right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The Group does not recognise right-of-use of assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight line basis over the lease term. Lessor accounting remains similar to the accounting under the previous standard i.e. lessor continues to classify leases as finance or operating lease. This policy is applied to contracts entered into, or changed, on or after 1 April 2019. For contracts entered into before 1 April 2019, the determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the useful life or the end of the lease term. The estimated useful life of the right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payment of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. Subsequent to initial measurement, the liability is reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero. On the Balance Sheet, right-of-use assets have been included under property, plant and equipment and lease liabilities have been included under borrowings & other financial liabilities.

As a lessor

Lease income from operating leases, where the Group is a lessor, is recognised on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflation.

(g) Inventories

Inventories are valued at the lower of cost (including prime cost, non-refundable taxes and duties and other overheads incurred in bringing the inventories to their present location and condition) and estimated net realisable value, after providing for obsolescence, where appropriate. The comparison of cost and net realisable value is made on an item-by-item basis. The net realisable value of materials in process is determined with reference to the selling prices of related finished goods. Raw materials, packing materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realisable value.

The provision for inventory obsolescence is assessed regularly based on estimated usage and shelf life of products.

Raw materials, packing materials and stores and spares are valued at cost computed on moving weighted average basis. The cost includes purchase price, inward freight and other incidental expenses net of refundable duties, levies and taxes, where applicable.

Work-in-progress is valued at input material cost plus conversion cost as applicable.

Finished goods and stock-in-trade are valued at the lower of net realisable value and cost (including prime cost, non-refundable taxes and duties and other overheads incurred in bringing the inventories to their present location and condition), computed on a moving weighted average basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

In respect of the following subsidiary, inventories are valued at cost, computed under first-in-first-out basis. The value of the inventories are as given below:

₹ in Crores

	31 March 2021	31 March 2020
Britannia Dairy Private Limited	15.15	19.01

(h) Financial instruments

i. Recognition and initial measurement

The Group initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

ii. Classification and subsequent measurement

Financial assets

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the nature of these instruments.

Investment in associates and joint venture

Investment in equity shares / preference shares in joint venture and associates is carried at cost in the financial statements.

iii. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which

substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the Statement of Profit and Loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

(i) Revenue recognition

The Group recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

(i) Sale of goods:

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon delivery at the customer premises. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Group is unable to make a reasonable estimate of return, revenue is recognised when the return period lapses or a reasonable estimate can be made. A refund liability and an asset for recovery is recognised for these contracts and presented separately in the balance sheet.

(ii) Deferred revenue:

The Group has a customer loyalty programme for select customers. The Group grants credit points to those customers as part of a sales transaction which allows them to accumulate and redeem those credit

points. The consideration is allocated between the loyalty programme and the goods based on their relative stand-alone selling prices. The credit points have been deferred and will be recognised as revenue when the reward points are redeemed or lapsed.

(iii) Income from royalties are recognised based on contractual agreements.

(iv) Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

(v) For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the Statement of Profit and Loss.

(j) Foreign currencies

Transactions in foreign currencies are initially recorded by the Group at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(k) Foreign operations

The assets and liabilities of foreign operations including goodwill and fair value adjustments arising on acquisition, are translated into ₹, the functional currency of the Company, at the exchange rates on the reporting date. The income and expenses of foreign operations are translated into ₹ at the exchange rates at the dates of the transactions or an average rate if the average approximates the actual rate at the date of the transaction.

When a foreign operation is disposed of in its entirety or partially, such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes off part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to OCI. When the Group disposes off only a part of its interest in an associate while retaining significant influence, the relevant proportion of the cumulative amount is reclassified to Statement of Profit or Loss.

(l) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue, it is recognised in the Statement of Profit and Loss on a systematic basis over the periods to which it relates. When the grant relates to an asset, it is treated as deferred income and recognised in the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

(m) Income tax

Income tax comprises current and deferred tax. It is recognised in the Statement of Profit or Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction.
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets recognised or unrecognized are reviewed at each reporting date and are recognised/reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The Group offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the respective Group Company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the company will pay normal income tax during the specified period.

(n) Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of those property, plant and equipment, which necessarily takes a substantial period of time to get ready for their intended use are capitalised. All other borrowing costs are expensed in the period in which they incur in the Statement of Profit and Loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(o) Provisions and contingent liabilities

i. General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Contingent liabilities

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

iii. Onerous contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

(p) Employee benefits

i. Short-term employee benefits

All employee benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages, short-term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service.

ii. Post-employment benefits

Contributions to defined contribution schemes such as Provident Fund, Pension Fund, etc., are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, Provident Fund contributions are made to a Trust administered by the Group. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, after considering the accumulated reserves with the Trust, shall be made good by the Group. In respect of contributions made to government administered Provident Fund, the Group has no further obligations beyond its monthly contributions. The Group also provides for post-employment defined benefit in the form of gratuity and medical benefits. The cost of providing benefit is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognized in the Statement of Profit and Loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The Britannia Industries Limited Covenanted Staff Pension Fund Trust ('BILCSPF') and Britannia Industries Limited Officers' Pension Fund Trust ('BILOPF') were established by the Group to administer pension schemes for its employees. These trusts are managed by the Trustees. The Pension Scheme is applicable to all the managers and officers of the Group who have been employed up to the date of 15 September 2005 and any manager or officer employed after that date, if he has opted for the membership of the Scheme. The Group makes a contribution of 15% of basic salary in respect of the members, each month to the trusts. On retirement, subject to the vesting conditions as per the rules of the trust, the member becomes eligible for pension, which is paid from annuity purchased in the name of the member by the trusts.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 1 January every year using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

iv. Voluntary retirement scheme benefits

Voluntary retirement scheme benefits are recognised as an expense in the year they are incurred.

(q) Share-based payments

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised in employee benefits expense, together with a corresponding increase in share-based payment (share options outstanding account) reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(r) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, cheques on hand and demand deposits with banks with original maturities of three months or less.

(s) Earnings per share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all period in case of share splits.

(t) Cash flow statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(u) Recent accounting pronouncements

On 24 March 2021, the Ministry of Corporate Affairs (""MCA"") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of consolidated financial statements.

The amendments are extensive and the Group will evaluate the same to give effect to them as required by law.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Note 4 - Property, plant and equipment and capital work-in-progress

Reconciliation of carrying amount

₹ in Crores

Description		Gross carrying amount							Accumulated depreciation						Carrying amounts (net)
		As at 1 April 2020	Transition impact of Ind AS 116	Exchange difference	Additions	Disposals	Adjustment	As at 31 March 2021	As at 1 April 2020	Exchange difference	Depreciation for the year	Disposals	Adjustment	As at 31 March 2021	As at 31 March 2021
Own assets															
Freehold land		121.45	-	0.06	-	-	-	121.51	-	-	-	-	-	-	121.51
Buildings	(a)	732.02	-	10.84	16.29	1.29	-	757.86	105.56	11.71	26.34	1.20	-	142.40	615.46
Plant and equipment		1,304.97	-	34.90	78.31	13.42	2.29	1,407.05	561.57	32.73	153.30	13.22	-	734.38	672.67
Furniture and fixtures		31.40	-	1.64	0.97	2.33	-	31.68	15.27	1.56	3.06	2.24	-	17.65	14.03
Motor vehicles		2.98	-	0.23	-	-	-	3.21	1.88	0.20	0.38	-	-	2.46	0.75
Office equipment		39.81	-	0.16	6.16	0.16	-	45.97	24.15	0.12	6.54	0.13	-	30.68	15.29
Right of use assets															
Leasehold land	(b)	197.31	-	(0.55)	9.23	1.48	-	204.51	6.40	0.05	4.39	0.05	-	10.79	193.72
Motor vehicles		1.81	-	-	0.39	0.15	-	2.05	0.55	-	0.78	0.15	-	1.18	0.87
Total		2,431.75	-	47.28	111.35	18.83	2.29	2,573.84	715.38	46.37	(c)194.79	16.99	-	939.54	1,634.30

Description		Gross carrying amount							Accumulated depreciation						Carrying amounts (net)
		As at 1 April 2019	Transition impact of Ind AS 116	Exchange difference	Additions	Disposals	Adjustment	As at 31 March 2020	As at 1 April 2019	Exchange difference	Depreciation for the year	Disposals	Adjustment	As at 31 March 2020	As at 31 March 2020
Own assets															
Freehold land		121.39	-	0.02	0.04	-	-	121.45	-	-	-	-	-	-	121.45
Buildings	(a)	660.35	-	13.57	58.10	-	-	732.02	66.09	14.11	25.36	-	-	105.56	626.46
Plant and equipment		1,052.96	-	40.34	216.52	4.85	-	1,304.97	388.15	35.07	142.79	4.44	-	561.57	743.40
Furniture and fixtures		27.85	-	2.07	1.51	0.03	-	31.40	10.27	1.97	3.04	0.01	-	15.27	16.13
Motor vehicles		2.35	-	0.30	0.33	-	-	2.98	1.18	0.24	0.46	-	-	1.88	1.10
Office equipment		31.12	-	0.17	8.53	0.01	-	39.81	17.65	0.14	6.37	0.01	-	24.15	15.66
Right of use assets															
Leasehold land	(b)	125.24	37.87	-											

Capital work-in-progress (d)

₹ in Crores

Particulars	31 March 2021	31 March 2020
Carrying amount		
Opening carrying amount	39.55	101.24
Additions	104.90	60.84
Assets capitalised	26.34	122.53
Adjustment	1.59	-
Closing carrying amount	**116.52**	**39.55**

Notes:

(a) Buildings include :

(i) Fully paid unquoted shares and bonds in respect of ownership of flats in 1 Co-operative Housing Society (31 March 2020: 1 Co-operative Housing Society); 10 shares (31 March 2020: 10 shares) of ₹ 50/- each.

(ii) Net carrying value ₹0.27 (31 March 2020: ₹0.27) constructed on a land leased from the government (UAE) which is renewable each year in relation to Strategic Food International Co. LLC., Dubai (SFIC).

(iii) Net carrying value ₹9.53 (31 March 2020: ₹11.07) in relation to Al Sallan Food Industries Co. SAOC (ASFI) constructed on a land leased from the Public Establishment for Industrial Estates (Sohar Industrial Estate) for a period of 30 years from 1 January 2020.

(b) Agreement in respect of leasehold land at 31 March 2021 : one location (31 March 2020 : one location) is in the process of renewal.

(c) Depreciation:	31 March 2021	31 March 2020
Depreciation charge for the year	194.79	182.33
Depreciation charge on investment property for the year [Refer note 5]	0.26	0.26
Amortisation for the year [Refer note 6]	2.80	2.93
Transfer from capital subsidy [Refer note 3 (l) and 48]	-	(0.71)
Net depreciation charge for the year	**197.85**	**184.81**

(d) Also Refer to note 36(ii)(a)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 5 - Investment property

Particulars	31 March 2021	31 March 2020
Gross carrying amount		
Opening gross carrying amount	15.77	15.77
Additions during the year	-	-
Closing gross carrying amount	**15.77**	**15.77**
Accumulated depreciation		
Opening accumulated depreciation	1.30	1.04
Depreciation charge during the year	0.26	0.26
Closing accumulated depreciation	**1.56**	**1.30**
Net carrying amount	**14.21**	**14.47**

The fair value of investment property is ₹ 20.23 (31 March 2020: ₹ 19.02) and the same has been determined by external independent property valuer having appropriate recognised professional qualifications. The fair value measurement for investment property has been categorised as Level 2 fair value based on the inputs to the valuation technique used. The valuation techniques used for determining the fair value of the property was based on the prevailing market price of similar property in the same locality.

Note 6 - Other intangible assets

Reconciliation of carrying amount

Description	Gross carrying amount					Accumulated amortisation					Carrying amounts (net)
	As at 1 April 2020	Exchange difference	Additions	Disposals	As at 31 March 2021	As at 1 April 2020	Exchange difference	Amortisation for the year	Disposals	As at 31 March 2021	As at 31 March 2021
Intangible assets											
Own assets											
Trademarks	0.03	-	-	-	0.03	-	-	-	-	-	0.03
Designs	0.01	-	-	-	0.01	-	-	-		-	0.01
Computer software	27.47	-	2.97	-	30.44	19.14	-	2.80	-	21.94	8.50
	27.51	-	**2.97**	-	**30.48**	**19.14**	-	**2.80**	-	**21.94**	**8.54**
Goodwill on consolidation, net (a)	142.50	(3.07)	-	-	139.43	3.53	-	-	-	3.53	135.90
Total	**170.01**	**(3.07)**	**2.97**	-	**169.91**	**22.67**	-	**2.80**	-	**25.47**	**144.44**

Description	Gross carrying amount					Accumulated amortisation					Carrying amounts (net)
	As at 1 April 2019	Exchange difference	Additions	Disposals	As at 31 March 2020	As at 1 April 2019	Exchange difference	Amortisation for the year	Disposals	As at 31 March 2020	As at 31 March 2020
Intangible assets											
Own assets											
Trademarks	0.03	-	-	-	0.03	-	-	-	-	-	0.03
Designs	0.01	-	-	-	0.01	-	-	-		-	0.01
Computer software	23.79	-	3.68	-	27.47	16.21	-	2.93	-	19.14	8.33
	23.83	-	**3.68**	-	**27.51**	**16.21**	-	**2.93**	-	**19.14**	**8.37**
Goodwill on consolidation, net (a)	133.90	8.60	-	-	142.50	3.53	-	-	-	3.53	138.97
Total	**157.73**	**8.60**	**3.68**	-	**170.01**	**19.74**	-	**2.93**	-	**22.67**	**147.34**

Notes:

(a) Goodwill on consolidation comprises goodwill of ₹136.95 (31 March 2020: ₹140.02) and capital reserve of ₹ 1.05 (31 March 2020: ₹ 1.05).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 7 - Investment in associates		
Investment in equity instruments - associates	2.30	1.49
Less: Provision for diminution in value of investments	(0.01)	(0.01)
	2.29	**1.48**

The following table illustrates the summarised financial information of the Group's investment in associates as at 31 March 2021.

Name of the entity	Nalanda Biscuits Company Limited	Sunandaram Foods Private Limited	Total
Opening net assets	3.09	1.56	**4.65**
Add: profit / (loss) for the year	0.42	2.54	**2.96**
Closing net assets	3.51	4.10	**7.61**
Group's share of net assets	**35.00%**	**26.00%**	
Carrying amount of interest in associates	**1.23**	**1.06**	**2.29**

The following table illustrates the summarised financial information of the Group's investment in associates as at 31 March 2020.

Name of the entity	Nalanda Biscuits Company Limited	Sunandaram Foods Private Limited	Total
Opening net assets	2.41	0.77	**3.18**
Add: profit / (loss) for the year	0.68	0.79	**1.47**
Closing net assets	3.09	1.56	**4.65**
Group's share of net assets	**35.00%**	**26.00%**	
Carrying amount of interest in associates	**1.08**	**0.40**	**1.48**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 8 - Non-current investments		
At fair value through profit and loss		
(i) Investments in mutual funds	221.12	503.88
(ii) Investments with insurance companies	15.40	14.61
(iii) Investments in equity instruments	0.29	0.17
At amortised cost		
(i) Investments in debentures / bonds	1,125.10	1,338.89
(ii) Investments in tax free bonds	14.11	14.11
(iii) Investments in government securities	9.13	11.32
	1,385.15	**1,882.98**
Total quoted non current investments	-	-
Total unquoted non current investments	**1,385.15**	**1,882.98**
Aggregate market value of quoted non current investments	-	-
Aggregate value of non current investments	**1,385.15**	**1,882.98**
Note 9 - Loans receivable		
Unsecured:		
Inter-corporate deposits [Refer note 39(b)] *	58.00	183.00
Security deposits	16.58	19.75
Other loans	-	0.20
	74.58	**202.95**
* Forms a part of outstanding balances as disclosed under note 45.		
Note 10 - Other financial assets		
Deposit accounts	29.25	30.13
Other deposits	0.88	1.20
	30.13	**31.33**
Note 11 - Other non-current assets		
Unsecured		
Considered good:		
Capital advances	81.94	19.47
Advances other than capital advances		
- Advances to statutory authorities	17.12	16.56
Others		
- Prepaid rent	0.09	0.14
- Receivable from others	6.83	6.29
Considered doubtful:		
Advances other than capital advances	8.93	8.93
Less: Allowance for doubtful advances	(8.93)	(8.93)
	105.98	**42.46**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 12 - Inventories *		
Raw materials	663.64	360.37
Packing materials	94.52	85.75
Work-in-progress	0.04	0.95
Finished goods	231.96	196.09
Goods-in-transit (Finished goods)	5.67	10.75
Stock-in-trade	51.46	44.22
Stores and spare parts	44.20	42.83
	1,091.49	**740.96**

* Refer note 3(g) for method of valuation for inventories.

The write down of inventories to net realisable value amounted to ₹0.18 (31 March 2020: ₹ 1.29). The write down is included in Cost of materials consumed or Changes in inventories of finished goods, work-in-progress and stock-in-trade.

Note 13 - Current investments		
At fair value through profit and loss		
(i) Investments in mutual funds	1,304.26	906.87
At amortised cost		
(i) Investments in debentures / bonds	86.80	100.93
(ii) Investments in government securities	2.19	0.97
	1,393.25	**1,008.77**
Total quoted current investments	-	-
Total unquoted current investments	**1,393.25**	**1,008.77**
Aggregate market value of quoted current investments	-	-
Aggregate value of current investments	**1,393.25**	**1,008.77**

Note 14 - Trade receivables		
Unsecured	259.98	322.54
Less: Provision for impairment	2.71	2.18
	257.27	**320.36**

The Group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 52.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 15 - Cash and bank balances		
Cash and cash equivalents:		
- Cash on hand	0.14	0.05
- Cheques on hand	0.64	9.14
- Current accounts	141.96	72.04
	142.74	**81.23**
Other bank balances:		
Unpaid Dividend accounts #	29.32	13.41
Unclaimed debenture interest #	0.86	0.06
Unclaimed debenture redemption proceeds #	-	1.19
Deposit accounts	38.42	26.96
	68.60	**41.62**
# Refer Note 53		
Note 16 - Loans receivable		
Unsecured;		
Inter-corporate deposits [Refer note 39(b)] *	941.50	1,105.41
Security deposits	5.06	4.70
	946.56	**1,110.11**
* Includes outstanding balances as disclosed under note 45.		
Note 17 - Other financial assets		
Interest accrued but not due	99.04	97.81
Incentives recoverable*	298.72	131.94
	397.76	**229.75**
*Incentives recoverable in accordance with the State Industrial Policy of certain States.		
Note 18 - Other current assets		
Unsecured, considered good		
Advances other than capital advances		
- Advance for supply of goods	3.44	6.26
- Advances to contract packers	14.51	25.31
- Employee benefits - gratuity, net [Refer note 46(b)]	4.54	-
Others		
- Prepayments	22.16	18.50
- Balance with Government authorities	32.37	33.78
- Other advances	44.99	58.32
Considered doubtful		
Advances other than capital advances	2.90	2.90
Less: Allowance for doubtful advances	(2.90)	(2.90)
	122.01	**142.17**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 19 - Income-tax

(a) Amounts recognised in Statement of Profit and Loss

For the year ended	31 March 2021	31 March 2020
Current tax*	657.12	447.69
Deferred tax		
Attributable to origination and reversal of temporary differences	5.90	3.01
Tax expense for the year	**663.02**	**450.70**

*Previous year includes credit on account of restatement of provisions pursuant to application for settlement of old disputed direct tax cases under the Amnesty scheme (Vivaad Se Vishwas) announced by the Central Government.

(b) Amounts recognised in other comprehensive income

For the year ended	31 March 2021			31 March 2020		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified subsequently to Statement of Profit and Loss						
Remeasurements of the defined benefit plans	3.50	(0.92)	2.58	(6.50)	1.57	(4.93)
	3.50	**(0.92)**	**2.58**	**(6.50)**	**1.57**	**(4.93)**

(c) Reconciliation of effective tax rate

For the year ended	31 March 2021		31 March 2020	
Profit before tax and before share of profits / (loss) of associates but after exceptional items		**2,512.80**		**1,843.86**
Tax using the Company's domestic tax rate (31 March 2021: 25.17% and 31 March 2020: 25.17%)*	25.17%	632.42	25.17%	464.06
Income exempt from tax or taxed at concessional rates	(0.66%)	(16.61)	(0.11%)	(2.01)
Expenses not deductible for tax purposes	0.32%	8.16	0.20%	3.68
Additional income tax deductions	(0.02%)	(0.57)	(0.02%)	(0.37)
Adjustments recognised in relation to tax of prior years	0.61%	15.30	(1.15%)	(21.26)
Difference in tax rates of subsidiaries	0.80%	20.07	0.21%	3.92
Others	0.17%	4.25	0.15%	2.68
	26.39%	**663.02**	**24.45%**	**450.70**

* The Company had elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 for the year ended 31 March 2020 and accordingly re-measured Deferred tax assets/(liabilities) basis the rate prescribed in the said section.

(d) Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

Particulars	Deferred tax assets		Deferred tax liabilities		Deferred tax (liabilities) / asset, net	
	As at		As at		As at	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Property, plant and equipment	-	-	47.02	48.25	(47.02)	(48.25)
Investment at fair value through profit and loss	-	-	9.74	12.85	(9.74)	(12.85)
Employee benefits, net	4.27	4.33	-	-	4.27	4.33
Statutory dues / Provisions	48.22	47.06	-	-	48.22	47.06
Other items	3.91	15.08	-	-	3.91	15.08
Minimum alternative tax credit	1.33	1.50	-	-	1.33	1.50
	57.73	67.97	56.76	61.10	0.97	6.87

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(e) Movement in temporary differences

Particulars	As at 1 April 2020	Recognised in statement of profit and loss	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2021
Property, plant and equipment	(48.25)	1.23	-	-	-	(47.02)
Investment at fair value through profit and loss	(12.85)	3.11	-	-	-	(9.74)
Employee benefits, net	4.33	(0.06)	-	-	-	4.27
Statutory dues / Provisions	47.06	1.16	-	-	-	48.22
Other items	15.08	(11.17)	-	-	-	3.91
Minimum alternative tax credit	1.50	(0.17)	-	-	-	1.33
	6.87	**(5.90)**	**-**	**-**	**-**	**0.97**

Particulars	As at 1 April 2019	Recognised in statement of profit and loss	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2020
Property, plant and equipment	(63.98)	15.73	-	-	-	(48.25)
Investment at fair value through profit and loss	(13.29)	0.44	-	-	-	(12.85)
Employee benefits, net	5.12	(0.79)	-	-	-	4.33
Statutory dues / Provisions	69.66	(22.60)	-	-	-	47.06
Other items	6.21	8.87	-	-	-	15.08
Minimum alternative tax credit	6.16	(4.66)	-	-	-	1.50
	9.88	**(3.01)**	**-**	**-**	**-**	**6.87**

The following table provides the details of income tax assets and income tax liabilities as of 31 March 2021 and 31 March 2020

As at	31 March 2021	31 March 2020
Income-tax assets	71.84	68.77
Current tax liabilities	76.08	47.78
Net current income-tax asset / (liability) at the end	**(4.24)**	**20.99**

The gross movement in the current income tax asset / (liability) for the year ended 31 March 2021 and 31 March 2020 is as follows.

For the year ended	31 March 2021	31 March 2020
Net current income tax asset / (liability) at the beginning	20.99	(36.14)
Income-tax paid (Net of refunds)	632.81	503.25
Current income-tax expense	(657.12)	(447.69)
Income-tax on other comprehensive income and others	(0.92)	1.57
Net current income tax asset / (liability) at the end	**(4.24)**	**20.99**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 20 - Equity share capital

As at	31 March 2021	31 March 2020
Authorised		
Equity shares	50.00	50.00
[500,000,000 equity shares of ₹ 1/- each (31 March 2020: 500,000,000 equity shares of ₹ 1/- each)] [Refer note 42]		
Issued, subscribed and paid up		
Equity shares fully paid	24.09	24.05
[240,868,296 equity shares of ₹ 1/- each (31 March 2020: 240,468,296 equity shares of ₹ 1/- each)]*		
* Of the total fully paid up equity shares: 121,732,190 equity shares of ₹ 1/- each (31 March 2020: 121,732,190 equity shares of ₹ 1/- each) are held by the subsidiaries of The Bombay Burmah Trading Corporation Limited, the ultimate holding company [Refer note (a) below]		

Rights, preferences and restrictions attached to the equity shares:

- The Company has only one class of shares referred to as equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share.
- The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shareholders holding more than 5% of total number of shares, including amount [Refer note (b) below]

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year [Refer note (c) below]

The number of options that can be granted under the Britannia Employee Stock Option Scheme, was increased from 875,000 to 1,775,000 before sub-division and to 3,550,000 after sub-division in the year 2019. Out of this, 2,550,000 options (of ₹ 1 each) have been granted and 1,966,666 options (of ₹ 1 each) were exercised till 31 March 2021. 83,334 shares of ₹ 1 each were allotted on 12 June 2020 at an exercise price of ₹ 1,766.65/-, 90,000 shares of ₹ 1 each were allotted on 7 July 2020 at an exercise price of ₹ 2,732.05/-, 84,000 shares of ₹ 1 each were allotted on 28 July 2020 at an exercise price of ₹ 2,732.05/-, 26,000 shares of ₹ 1 each were allotted on 2 November 2020 at an exercise price of ₹ 2,732.05/- and 116,666 shares of ₹ 1 each were allotted on 2 November 2020 at an exercise price of ₹ 2,896.05/- respectively.

Also Refer note 42 and 53.

	24.09	24.05

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Notes:

(a) Shares in respect of equity in the Company held by its holding or ultimate holding company, including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate:

As at	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
Holding company				
Associated Biscuits International Limited (ABIL), UK	107,809,000	10.78	107,809,000	10.78
Subsidiaries of Holding company				
Bannatyne Enterprises Pte Limited, Singapore	2,783,110	0.28	2,783,110	0.28
Dowbiggin Enterprises Pte Limited, Singapore	2,785,020	0.28	2,785,020	0.28
Nacupa Enterprises Pte Limited, Singapore	2,785,020	0.28	2,785,020	0.28
Spargo Enterprises Pte Limited, Singapore	2,785,020	0.28	2,785,020	0.28
Valletort Enterprises Pte Limited, Singapore	2,785,020	0.28	2,785,020	0.28
	121,732,190	**12.18**	**121,732,190**	**12.18**

(b) Details of shareholders' holding more than 5% of total number of shares:

As at	31 March 2021		31 March 2020	
	Number of shares	% holding	Number of shares	% holding
Associated Biscuits International Limited (ABIL), UK	107,809,000	44.76%	107,809,000	44.83%

(c) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year:

As at	31 March 2021		31 March 2020	
	Number of shares	Amount	Number of shares	Amount
Opening balance at the beginning of the reporting year	240,468,296	24.05	240,318,294	24.03
Shares issued under the Employee Stock Option Scheme	400,000	0.04	150,002	0.02
Closing balance at the end of the reporting year	**240,868,296**	**24.09**	**240,468,296**	**24.05**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(d) Share based payments

During the financial year 2008-09, the Company introduced Britannia Industries Limited Employee Stock Option Scheme ('the Scheme'). As per the Scheme, the Remuneration / Compensation Committee grants options to the employees and Executive Directors of the Company. The vesting period of the option is one to three years from the date of grant. Options granted under the Scheme can be exercised within a period of three years from the date of vesting.

Under the Scheme, the Company granted 15,000 options on 29 October 2008 at an exercise price of ₹ 1,125.30/-; 15,000 options on 27 May 2009 at an exercise price of ₹ 1,698.15/-; 20,000 options on 27 May 2010 at an exercise price of ₹ 1,668.55/-; 125,000 options on 27 May 2011 at an exercise price of ₹ 391.75/-; 100,000 options on 28 May 2012 at an exercise price of ₹ 528.75/-; 50,000 options on 26 May 2014 at an exercise price of ₹ 870.35/-, 75,000 options on 21 May 2015 at an exercise price of ₹ 2,332.05/-, 100,000 options on 30 June 2016 at an exercise price of ₹ 2,771.40/-, 125,000 options on 25 May 2017 at an exercise price of ₹ 3,533.30/- and 1,50,000 options on 15 May 2018 at an exercise price of ₹5,464.10/-, 3,50,000 options on 1 May 2019 at an exercise price of ₹2,896.05/- and 250,000 options on 2 June 2020 at an exercise price of ₹ 3,434.85/- to the Managing Director of the Company. Each option represents one equity share of ₹ 10/- each (for options granted between the years 2008 to 2010) and one equity share of ₹ 2/- each (for options granted between the years 2011 to 2018) and one equity share of ₹ 1/- each (for options granted after the year 2018). The said price was determined in accordance with the pricing formula approved by the shareholders i.e. the latest available closing price, prior to the date of the meeting of the Board of Directors or Remuneration / Compensation Committee in which options were granted, on the stock exchange having higher trading volume.

Exercise prices as stated above were adjusted downwards by ₹ 170/- per share for options granted on 29 October 2008 and 27 May 2009, being the face value of bonus debentures issued pursuant to the Scheme of Arrangement approved by the Honourable Calcutta High Court on 11 February 2010.

The number of options have been appropriately adjusted, consequent upon the sub-division of the equity shares [Refer note (e) below].

Movement in the options under the scheme:	**31 March 2021**	**31 March 2020**
Options outstanding at the beginning of the year (of ₹ 1 each)	733,334	533,336
Options granted during the year (of ₹ 1 each)	250,000	350,000
Options vested during the year (of ₹ 1 each)	300,000	250,002
Options exercised during the year (of ₹ 1 each)	400,000	150,002
Shares allotted against options exercised during the year (of ₹ 1 each)	400,000	150,002
Options lapsed during the year (of ₹ 1 each)	-	-
Options outstanding at the end of the year (of ₹ 1 each)	583,334	733,334
Options exercisable at the end of the year (of ₹ 1 each)	-	100,000
Weighted average price per option outstanding at the end of the year (of ₹ 1 each)	3,098.85	2,700.62

Fair Value Measurement:

The fair value at grant date is determined using the Black Scholes valuation option-pricing model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

The key assumptions used in Black-Scholes model for calculating fair value of options under the scheme as on the date of grant are as follows:

Particulars	31 March 2021	31 March 2020
No. of options granted (of ₹ 1 each)	250,000	350,000
Date of grant	2-Jun-20	1-May-19
Vesting period (years)	1 to 3	1 to 3
Expected life of option (years)	3	3
Expected volatility	23.37%	20.89%
Risk free rate	4.62%	7.03%
Expected dividends expressed as a dividend yield	1.02%	0.52%
Weighted-average fair values of options per share (of ₹ 1 each)	694.98	678.56

(e) In the Annual General Meeting held on 9 August 2010, the shareholders of the Company approved the sub-division of equity shares, where in each equity share with a face value of ₹ 10 was subdivided into 5 equity shares with a face value of ₹ 2 each. The effective date for the sub-division was 10 September 2010. Further, the Board of Directors at their meeting held on 23 August 2018 approved the sub-division of each equity share of face value of ₹ 2 fully paid up into 2 equity shares of face value of ₹ 1 each fully paid. The same was approved by the members on 15 October 2018 through postal ballot and e-voting. The effective date for the sub-division was 30 November 2018.

Note 21 - Other equity

Particulars	Share options outstanding account	Debenture redemption reserve	Capital redemption reserve	Capital reserve	General reserve	Securities premium	Retained earnings	Other items of OCI	Foreign currency translation reserve	Total
Balance as at 1 April 2019	19.93	-	3.96	0.63	723.37	85.57	3,392.53	(4.11)	7.34	4,229.22
Additions:										
Share based payment expense	21.58	-	-	-	-	-	-	-	-	21.58
Transfer from Share options outstanding account	-	-	-	-	-	7.10	-	-	-	7.10
Foreign currency translation adjustment	-	-	-	-	-	-	-	-	10.05	10.05
On issue of equity shares	-	-	-	-	-	23.95	-	-	-	23.95
Transfer from retained earnings	-	180.24	-	-	148.43	-	-	-	-	328.67
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	(4.93)	-	(4.93)
Net profit after tax transferred from the statement of profit and loss	-	-	-	-	-	-	1,402.63	-	-	1,402.63
	41.51	**180.24**	**3.96**	**0.63**	**871.80**	**116.62**	**4,795.16**	**(9.04)**	**17.39**	**6,018.27**
Deductions:										
Transfer to general reserve	-	-	-	-	-	-	148.43	-	-	148.43
Transfer to debenture redemption reserve	-	-	-	-	-	-	180.24	-	-	180.24
Transfer to securities premium	7.10	-	-	-	-	-	-	-	-	7.10
Dividends	-	-	-	-	-	-	360.48	-	-	360.48
Tax on dividend	-	-	-	-	-	-	74.09	-	-	74.09
Issue of bonus debentures	-	-	-	-	-	-	720.95	-	-	720.95
Tax on bonus debentures	-	-	-	-	-	-	148.20	-	-	148.20
Balance as at 31 March 2020	**34.41**	**180.24**	**3.96**	**0.63**	**871.80**	**116.62**	**3,162.77**	**(9.04)**	**17.39**	**4,378.78**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Particulars	Share options outstanding account	Debenture redemption reserve	Capital redemption reserve	Capital reserve	General reserve	Securities premium	Retained earnings	Other items of OCI	Foreign currency translation reserve	Total
Balance as at 1 April 2020	34.41	180.24	3.96	0.63	871.80	116.62	3,162.77	(9.04)	17.39	4,378.78
Additions:										
Share based payment expense	18.94	-	-	-	-	-	-	-	-	18.94
Transfer from Share options outstanding account	-	-	-	-	-	25.25	-	-	-	25.25
Foreign currency translation adjustment	-	-	-	-	-	-	-	-	(4.08)	(4.08)
On issue of equity shares	-	-	-	-	-	103.11	-	-	-	103.11
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	2.58	-	2.58
Net profit after tax transferred from the statement of profit and loss	-	-	-	-	-	-	1,863.90	-	-	1,863.90
	53.35	**180.24**	**3.96**	**0.63**	**871.80**	**244.98**	**5,026.67**	**(6.46)**	**13.31**	**6,388.48**
Deductions:										
Transfer to securities premium	25.25	-	-	-	-	-	-	-	-	25.25
Dividends	-	-	-	-	-	-	2,839.66	-	-	2,839.66
Balance as at 31 March 2021	**28.10**	**180.24**	**3.96**	**0.63**	**871.80**	**244.98**	**2,187.01**	**(6.46)**	**13.31**	**3,523.57**

Nature and purpose of other reserves

Share options outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued under Britannia Industries Limited Employee Stock Option Scheme.

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Capital redemption reserve

The Company had purchased its own shares and as per the provisions of the applicable laws, a sum equal to the nominal value of the shares so purchased was required to be transferred to the capital redemption reserve.

Capital reserve

Capital reserve represents subsidy received for industrial undertaking under Central Capital Investment Subsidy Scheme, 2003.

Debenture redemption reserve

The Company has issued bonus debentures and as per the provisions of the applicable laws, a sum equal to 25% of the issue size of bonus debentures was required to be transferred to debenture redemption reserve.

General reserve

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Foreign currency translation reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group presentation currency (i.e. ₹) are recognised directly in the other comprehensive income and accumulated in foreign currency translation reserve. Exchange difference previously accumulated in the foreign currency translation reserve are reclassified to Consolidated Statement of Profit and Loss on the disposal of the foreign operations.

Retained earnings

Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

Dividends

The following dividends were declared and paid during the year:

As at	31 March 2021	31 March 2020
₹118 per equity share of face value of ₹ 1 each (31 March 2020: ₹15 per equity share of face value of ₹ 1 each) to equity shareholders	2,839.66	360.48
Dividend distribution tax (DDT) on dividend to equity shareholders*	-	74.09
	2,839.66	434.57

After the reporting date, interim dividend of ₹62 per equity share of face value of ₹1 each was declared by the Board of directors in their meeting held on 2 April 2021.

* Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.

Note 22 - Borrowings

Secured		
Term loans from banks (Refer note (a) below)	26.20	43.93
Long-term maturities of lease obligations (Refer note (b) below and note 37 (b)) [Secured by hypothecation of assets (vehicles) taken on lease]	0.60	1.18
240,318,294 (31 March 2020: 240,318,294) 8.00% Redeemable Non-convertible Bonus Debentures of face value of ₹30 each, fully paid up [Secured by way of charge on current assets (Inventories and Trade receivables). Redeemable in full at the end of 3 years from 28 August 2019 (being the date of allotment)].	720.95	720.95
	747.75	766.06

Notes:

(a) Term loan includes:

(i) ₹ 9.63 (31 March 2020: ₹ 13.63) taken from HSBC Bank by one of the subsidiaries, repayable in 24 equal quarterly installments starting from 27 April 2017. The rate of interest is typically one year MCLR. This includes additional loan of ₹ 5.00 taken from HSBC bank in FY 2018-2019 with same term of repayment starting from 24 April 2019 at an interest rate of 6 months T-Bill plus spread. The outstanding term loan is secured by an exclusive charge on existing and future moveable assets, current assets and negative lien on immovable property, plant and equipment of the subsidiary.

Out of the above loan, ₹ 4.00 (31 March 2020: ₹ 4.00) is repayable within 1 year and classified under "Other financial liabilities" (Refer note 26) and balance of ₹ 5.63 (31 March 2020: ₹ 9.63) has been classified under "Borrowings".

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(ii) ₹ 34.30 (31 March 2020: ₹ 51.46) taken from Standard Chartered Bank by few subsidiaries, repayable in 24 equal quarterly installments starting from 28 December 2017. The rate of interest is 6% p.a. The outstanding term loan is secured by an exclusive charge on property, plant and equipment of the subsidiaries.

Out of the above loan, ₹13.73 (31 March 2020: ₹ 17.16) is repayable within 1 year and classified under "Other financial liabilities" (Refer note 26) and balance of ₹ 20.57 (31 March 2020: ₹ 34.30) has been classified under "Borrowings".

(b) Rate of interest for lease obligations range from 16.60% to 20.20% per annum. Number of repayment installments (quarterly) for lease obligations range from 4 to 10. Period of maturity for the lease obligations range from 1 month to 3 years and secured by the relevant vehicles acquired under the lease.

As at	31 March 2021	31 March 2020
Note 23 - Other financial liabilities		
Deposits from customers	38.07	29.51
Lease liability (a)	14.57	15.81
Security deposits	1.43	1.22
	54.07	**46.54**

(a) In addition to the above, ₹ 1.27 (31 March 2020: ₹ 1.77) is repayable within 1 year and classified under "Other financial liabilities" (Refer note 26).

Note 24 - Borrowings		
Unsecured		
From banks (Refer note (i) below)	58.51	82.87
Commercial paper (Refer note (ii) below)	974.41	478.45
Working capital loan (Refer note (iii) below)	100.00	-
Bank Overdraft (Refer note (iv) below)	1.29	5.97
Liability under reverse factoring arrangement (Refer note (v) below)	205.21	180.70
	1,339.42	**747.99**

Note:

(i) Represents loan availed by one of the subsidiaries to support working capital requirement of its step down subsidiaries. The loan is secured by an irrevocable and unconditional corporate guarantee from Britannia Industries Limited. The loan was refinanced on 11 October 2019 for a period of 6 months and was being renewed on a monthly basis until 15th June 2020. Thereafter, the loan was renewed for a period of 6 months on 15th June 2020 and 15th December 2020 respectively at an Interest rate of USD 6 month LIBOR + markup as applicable.

(ii) Carrying interest at 3.90% - 4.19% p.a. and repayable between August 2021 to March 2022.

(iii) Carrying interest at 4.00% p.a. and repayable in April 2021.

(iv) Carrying interest at 4.25% p.a. (31 March 2020: prevailing MCLR) and repayable on demand.

(v) Represents dues towards a financial institution relating to bill discounting transactions. The discounting rate for these transactions is the prevailing 3 month T-Bill rate + markup as applicable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 25 - Trade payables		
Total outstanding dues of micro enterprises and small enterprises [Refer note below]	28.44	8.53
Total outstanding dues of creditors other than micro enterprises and small enterprises*	1,286.31	1,038.47
	1,314.75	**1,047.00**

Note:

There are no material dues owed by the Group to Micro and Small enterprises, which are outstanding for more than 45 days during the year and as at 31 March 2021. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group and has been relied upon by the auditors.

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year:

- Principal	28.44	8.53
- Interest	-	-
The amount of interest paid by the Group in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed date during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.		-
The amount of interest accrued and remaining unpaid at the end of each accounting year.		-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductable expenditure under the MSMED Act, 2006.		-

*Includes dues to related party (Refer note 45)

The Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 52.

Note 26 - Other financial liabilities		
Current maturities of long term debt (Refer note 22(a))	17.73	21.16
Current maturities of lease liability (Refer note 23)	1.27	1.77
Current maturities of lease obligations (Refer note 22(b))	0.77	0.61
Unpaid dividend *	29.32	13.41
Unclaimed debenture interest *	0.86	0.06
Unclaimed debenture redemption balance *	-	1.19
Interest accrued but not due	36.02	36.38
Creditors for capital goods	39.91	23.87
Payroll related liabilities	72.08	84.12
Other liabilities	158.05	129.34
	356.01	**311.91**

* Investor Education and Protection Fund shall be credited when due.

[Refer note 53]

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2021	31 March 2020
Note 27 - Other current liabilities		
Advance from customers	54.71	77.80
Statutory liabilities (TDS, PF, GST etc.)	82.32	68.02
Deferred revenue *	3.51	4.26
	140.54	**150.08**

* Relates to loyalty credit points granted to the customers as part of sales transactions and has been estimated with reference to the relative standalone selling price of the products for which they could be redeemed. Closing balance represents the estimated liability towards unredeemed points.

Opening balance	4.26	3.34
Deferred during the year	8.46	13.88
Released to the statement of profit and loss	9.21	12.96
Closing balance	**3.51**	**4.26**

Note 28 -Provisions		
Provision for compensated absences	35.74	32.72
Employee benefits - gratuity, net [Refer note 46(b)]	9.07	9.40
Others:		
Excise duty and service tax related issues (a)	7.61	7.60
Sales tax and other issues (a)	135.97	134.54
Trade and other issues (a)	199.08	89.44
	387.47	**273.70**

(a) Refer note 40

For the year ended	31 March 2021	31 March 2020
Note 29 - Revenue from operations		
Sale of goods	12,882.29	11,444.91
Customer loyalty programme [Refer note 27]	0.75	(0.92)
Total (a) [Refer note 55]	**12,883.04**	**11,443.99**
Other operating revenues		
Royalty income	1.68	1.79
Scrap sales	35.42	28.42
Other receipts [Refer note below]	216.00	125.35
Total (b)	**253.10**	**155.56**
Total revenue from operations (a+b)	**13,136.14**	**11,599.55**

Note: Includes incentives recognised in accordance with the State Industrial Policy of certain States.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

For the year ended	31 March 2021	31 March 2020
Note 30 - Other income		
Interest income from financial assets carried at amortised cost	234.66	176.77
Net gain on financial asset measured at fair value through profit and loss*	65.47	89.88
Profit on sale of property, plant and equipment	0.33	0.11
Foreign exchange gain, net	2.05	5.92
Other receipts	10.36	6.72
	312.87	**279.40**
*Includes net gains on fair value changes include ₹ 19.51 (31 March 2020: ₹ 46.55)		
Note 31 (a) - Cost of materials consumed		
Inventory of materials at the beginning of the year	446.12	434.09
Add: Purchases	6,814.37	5,697.01
Less: Inventory of materials at the end of the year	758.16	446.12
	6,502.33	**5,684.98**
Note 31 (b) - purchases of stock-in-trade		
Biscuits and high protein food	487.28	557.99
Bread, bread toast and rusk	144.23	70.45
Cake	239.62	245.50
Others	289.76	315.98
	1,160.89	**1,189.92**
Note 32 - Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Opening inventory:		
-Finished goods	206.84	261.83
-Stock-in-trade	44.22	41.22
-Work-in-progress	0.95	1.53
Closing inventory:		
-Finished goods	237.63	206.84
-Stock-in-trade	51.46	44.22
-Work-in-progress	0.04	0.95
(Increase) / Decrease in inventory	**(37.12)**	**52.57**
Note 33 - Employee benefits expense		
Salaries, wages and bonus	448.99	420.27
Contribution to provident and other funds [Refer note 46]	25.73	23.67
Share based payment expense	18.94	21.58
Staff welfare expenses	33.72	21.17
	527.38	**486.69**
Note 34 - Finance costs		
Finance cost on lease obligation	1.04	0.45
Interest expense on financial liabilities measured at amortised cost	105.27	71.99
Others	4.59	4.46
	110.90	**76.90**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

For the year ended	31 March 2021	31 March 2020
Note 35 - Other expenses		
Consumption of stores and spares	38.08	38.66
Power and fuel	182.29	177.70
Rent [Refer note 37 (a)]	36.83	34.05
Repairs and maintenance:		
- Plant and equipment (a)	29.22	33.56
- Buildings (a)	4.09	3.35
- Others	31.69	26.50
Insurance	8.94	5.42
Rates and taxes, net	9.14	8.39
Carriage, freight and distribution	655.81	600.12
Auditors' remuneration (b):		
- Audit fees	1.45	1.40
- Other services	0.16	0.28
- Expenses reimbursed	0.03	0.18
Corporate social responsibility [Refer note 44]	33.40	29.24
Advertising and sales promotion	451.46	475.39
Conversion charges	569.13	508.61
Allowance for doubtful receivables and loans, net	0.53	0.26
Miscellaneous	421.12	399.10
	2,473.37	2,342.21
(a) Includes stores and spares consumed	8.28	10.84
(b) Excluding applicable taxes		

Note 36 Contingent liabilities and commitments:

(i) Contingent liabilities:

(a) Claims / demands against the Group not acknowledged as debts including excise duty, income tax, sales tax and trade and other demands of ₹ 93.89 (31 March 2020: ₹ 93.05).

(b) Bank guarantee and letter of credit for ₹ 84.62 (31 March 2020: ₹ 48.90).

Notes:

(i) Contingent liabilities disclosed above represent possible obligations where possibility of cash outflow to settle the obligations is not remote.

(ii) The above does not include non-quantifiable industrial disputes and other legal disputes pending before various judicial authorities [Also refer note 40 and 53].

(iii) The Supreme court of India in the month of February 2019 had passed a judgement relating to definition of wages under the Provident Fund Act, 1952. Considering that there are numerous interpretative issues relating to this judgement and in the absence of reliable measurement of the provision for the earlier periods, the Company had made a suitable provision for provident fund contribution during the Financial Year 2018-19. The Company will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Company does not expect any material impact of the same.

(ii) Commitments:

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 405.82 (31 March 2020: ₹ 135.70).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 37 **(a) Short term leases**

(i) The Group has certain operating leases for office facilities and residential premises (short term leases). Such leases are generally with the option of renewal against increased rent and premature termination of agreement on mutual consent of both the parties. Rental expenses of ₹ 10.59 (31 March 2020: ₹ 10.22) in respect of obligation under operating leases have been recognised in the Statement of Profit and Loss.

(ii) The Group has certain cancellable arrangements with contract packers (short term leases) identified to be in the nature of lease and have been classified as operating lease arrangements. Rental expenses of ₹ 26.24 (31 March 2020: ₹ 23.83) in respect of obligation under operating leases have been recognised in the Statement of Profit and Loss.

(b) Leases liabilities

(i) The Group has taken motor vehicles under lease. Also the Group has taken certain land on lease for factory and office premises purposes and liability towards these leases are classified as lease liabilities. The total minimum lease payments and present value of minimum lease payments are as follows:

	As at			
	31 March 2021		31 March 2020	
	Minimum lease payments	Present value of minimum lease payments	Minimum lease payments	Present value of minimum lease payments
Not later than 1 year	2.64	2.04	2.69	2.38
Later than 1 year and not later than 5 years	5.86	3.70	3.26	2.89
Later than 5 years	17.13	11.47	23.04	14.10
	25.64	**17.21**	**28.99**	**19.37**

The difference between minimum lease payments and the present value of minimum lease payments of ₹ 8.43 (31 March 2020: ₹ 9.62) represents interest not due. The lease liability relating to motor vehicles is secured by the relevant vehicles acquired under lease.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 38 (i) **Details of non-current investments (other than mutual funds) purchased and sold during the year:**

	Face value per unit	As at 1 April 2020	Purchased during the year	Share of Profit / (loss) during the year	As at 31 March 2021
Trade Investment - Unquoted					
(a) Investments in equity instruments (fully paid)					
Associates					
Nalanda Biscuits Company Limited	₹10	1.08	-	0.15	1.23
Sunandaram Foods Private Limited	₹10	0.40	-	0.66	1.06
		1.48	**-**	**0.81**	**2.29**

	As at 1 April 2020	Purchased during the year	Reclassed/ Sold/ Redeemed during the year	As at 31 March 2021
Non-trade Investment - Unquoted				
(a) Investments with insurance companies*	14.61	0.79	-	15.40
(b) Investments in debentures / bonds	1,338.89	148.00	361.79	1,125.10
(c) Investments in tax free bonds	14.11	-	-	14.11
(d) Investments in government securities	11.32	-	2.19	9.13
Unquoted equity shares				
(i) Investments in equity instruments	0.17	0.12	-	0.29
	1,379.10	**148.91**	**363.98**	**1,164.03**

* The movement is on account of fair valuation through the statement of profit and loss.

(ii) **Details of non-current investments (other than mutual funds) purchased and sold during the previous year:**

	Face value per unit	As at 1 April 2019	Purchased during the year	Share of Profit / (loss) during the year	As at 31 March 2020
Trade Investment - Unquoted					
(a) Investments in equity instruments (fully paid)					
Associates					
Nalanda Biscuits Company Limited	₹10	0.84	-	0.24	1.08
Sunandaram Foods Private Limited	₹10	0.20	-	0.20	0.40
		1.04	**-**	**0.44**	**1.48**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	As at 1 April 2019	Purchased during the year	Reclassed/ Sold/ Redeemed during the year	As at 31 March 2020
Non-trade Investment - Unquoted				
(a) Investments with insurance companies*	13.34	1.27	-	14.61
(b) Investments in debentures / bonds	414.06	978.90	54.07	1,338.89
(c) Investments in tax free bonds	14.11	-	-	14.11
(d) Investments in government securities	12.29	-	0.97	11.32
Unquoted equity shares				
(i) Investments in equity instruments	0.26	-	0.09	0.17
	454.06	**980.17**	**55.13**	**1,379.10**

* The movement is on account of fair valuation through the statement of profit and loss.

(iii) Details of Current investments purchased (other than mutual funds) and sold during the current year:

	As at 1 April 2020	Purchase/ Reclassed during the year	Sold/ Redeemed during the year	As at 31 March 2021
(a) Investments in debentures / bonds	100.93	86.80	100.93	86.80
(b) Investments in government securities	0.97	2.19	0.97	2.19
	101.90	**88.99**	**101.90**	**88.99**

(iv) Details of Current investments (other than mutual funds) purchased and sold during the previous year:

	As at 1 April 2019	Purchase/ Reclassed during the year	Sold/ Redeemed during the year	As at 31 March 2020
(a) Investments in debentures / bonds	101.79	100.93	101.79	100.93
(b) Investments in government securities	-	0.97	-	0.97
	101.79	**101.90**	**101.79**	**101.90**

₹ in Crores

Note 39 (a) **Details of loans during the year:**

Name of borrower	Nature of relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2020	Given during the year	Repayment during the year	As at 31 March 2021
Purbasha Properties Private Limited*	Others	Unsecured	10%	10 years	0.09	-	-	0.09
					0.09	-	-	0.09

Details of loans during the previous year:

Name of borrower	Nature of relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2019	Given during the year	Repayment during the year	As at 31 March 2020
Purbasha Properties Private Limited*	Others	Unsecured	10%	10 years	0.51	-	0.42	0.09
Varun Berry**	KMP	Unsecured	7.25%	4 months	-	23.96	23.96	-
					0.51	23.96	24.38	0.09

*The loan was given for project expansion.
**The loan was given for subscription to equity shares under the Employee Stock Option Scheme.

(b) **Details of inter corporate deposits during the year**

Name of borrower	Nature of relationship	Secured/ unsecured	Rate of Interest	Term	As at 31 March: As at 1 April 2020	Placed during the year	Refunded during the year	As at 31 March 2021
Bajaj Finance Limited	Others	Unsecured	7.45%	1 year	394.41	59.50	340.41	113.50
Bombay Dyeing & Manufacturing Co. Ltd.	Related Party	Unsecured	10.00%	1 year	350.00	290.00	350.00	290.00
The Bombay Burmah Trading Corporation Limited	Related Party	Unsecured	8.75%	1 year	-	700.00	200.00	500.00
HDFC Limited	Others	Unsecured	6.80-7.20%	1 year	125.00	25.00	150.00	-
Go Airlines (India) Limited	Related Party	Unsecured	10.00%	1 year	250.00	70.00	320.00	-
LIC Housing Finance Limited	Others	Unsecured	7.50-7.85%	1 to 2 years	114.00	58.00	76.00	96.00
Macrofil Investments Limited	Others	Unsecured	10.00%	1 year	30.00	-	30.00	-
Standard Chartered Investments and Loans (India) Ltd	Others	Unsecured	7.50%	6 months	25.00	-	25.00	-
					1,288.41	1,202.50	1,491.41	999.50

₹ in Crores

Details of inter corporate deposits during the previous year

Name of borrower	Nature of relationship	Secured/ unsecured	Rate of Interest	Term	As at 31 March			
					As at 1 April 2019	Placed during the year	Refunded during the year	As at 31 March 2020
Bajaj Finance Limited	Others	Unsecured	6.90 - 8.35%	1 to 2 years	264.28	394.41	264.28	394.41
Kotak Mahindra Investments Limited	Others	Unsecured	9.10 - 9.15%	1 year	60.00	-	60.00	-
Shriram Transport Finance Company Limited	Others	Unsecured	7.85%	1 year	32.21	-	32.21	-
Bombay Dyeing & Manufacturing Co. Ltd.	Related Party	Unsecured	10.00%	1 year	350.00	350.00	350.00	350.00
HDFC Limited	Others	Unsecured	6.90- 7.20%	1 year	157.75	125.00	157.75	125.00
Go Airlines (India) Limited	Related Party	Unsecured	10.00%	1 year	335.00	160.00	245.00	250.00
LIC Housing Finance Limited	Others	Unsecured	7.50- 7.85%	1 to 2 years	-	114.00	-	114.00
Sterling & Wilson Solar Limited	Others	Unsecured	12.50%	6 months	-	50.00	50.00	-
Macrofil Investments Limited	Others	Unsecured	10.00%	1 year	-	75.00	45.00	30.00
Standard Chartered Investments and Loans (India) Ltd	Others	Unsecured	7.50%	6 months	-	25.00	-	25.00
					1,199.24	1,293.41	1,204.24	1,288.41

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 40 In accordance with Ind AS 37 - "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Act, certain classes of liabilities have been identified as provisions which have been disclosed as under:

		1 April 2020	Additions*	Utilisation*	Reversals / adjustments*	31 March 2021
(a)	Excise duty and service tax related issues	7.60	0.23	(0.12)	(0.10)	7.61
(b)	Sales tax and other issues	134.54	10.25	-	(8.82)	135.97
(c)	Trade and other issues	89.44	109.64	-	-	199.08

		1 April 2019	Additions*	Utilisation*	Reversals / adjustments*	31 March 2020
(a)	Excise duty and service tax related issues	23.44	1.57	(2.52)	(14.89)	7.60
(b)	Sales tax and other issues	129.27	9.64	(1.50)	(2.87)	134.54
(c)	Trade and other issues	21.20	80.42	(3.41)	(8.77)	89.44

(a) and (b) represents estimates made for probable cash outflow arising out of pending disputes / litigations with various regulatory authorities.

(c) represents provisions made for probable liabilities / claims arising out of commercial/ other transactions. Further disclosures as required in Ind AS 37 are not made since it can be prejudicial to the interests of the Group.

* Included under various heads in the Statement of Profit and Loss.

Note 41 Earnings per equity share

		31 March 2021	31 March 2020
(a)	Net profit attributable to the equity shareholders	1,863.90	1,402.63
(b)	Weighted average number of equity shares outstanding during the year	240,716,747	240,379,360
(c)	Effect of potential equity shares on employee stock option outstanding	83,443	59,021
(d)	Weighted average number of equity shares outstanding for computing diluted earnings per share [(b)+(c)]	240,800,190	240,438,381
	Nominal value of equity shares (₹) (Refer note 42)	1	1
	Basic earnings per share (₹)	77.43	58.35
	Diluted earnings per share (₹)	77.40	58.34

Note 42 The Board of Directors at their Meeting held on 23 August 2018 approved the sub-division of each equity share of face value of ₹ 2 fully paid up into 2 equity shares of face value of ₹ 1 each fully paid up. The same has been approved by the Members on 15 October 2018 through postal ballot and e-voting. The effective date for the sub-division was 30 November 2018.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 43 Segmental information

The Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by industry classes. The operating segment of the Group is identified to be "Foods" as the CODM reviews business performance at an overall Group level as one segment.

Information by Geographies

	31 March 2021	31 March 2020
Revenue by Geographical Market (including other operating revenue)		
India	12,386.94	10,957.19
Outside India	749.20	642.36
	13,136.14	**11,599.55**
Segment non current assets*		
India	1,871.49	1,795.90
Outside India	222.59	234.54
	2,094.08	**2,030.44**

* Non current assets are excluding financial instruments and deferred tax assets.

Revenue from major customers

The Group is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

Notes

(a) Revenue comprises :	31 March 2021	31 March 2020
Revenue from food products*	12,883.04	11,443.99

*excludes other operating revenue.

Note 44 Corporate Social Responsibility

During the year, the amount required to be spent on corporate social responsibility activities amounted to ₹ 33.40 (31 March 2020: ₹ 29.24) in accordance with Section 135 of the Act, 2013. The following amounts were actually spent during the current and previous year:

For the year ended		31 March 2021	31 March 2020
(i)	Amount spent other than for construction/ acquisition of any asset	33.40	29.24
(ii)	Amount accrued and not spent	-	-
Total		**33.40**	**29.24**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 47 Related parties

Relationships

A) *Parties where control exists:*

1.	Ultimate Holding Company	The Bombay Burmah Trading Corporation Limited
	Holding company	Associated Biscuits International Limited (ABIL), UK

B) *Parties under common control where transactions have taken place:*

1.	Fellow subsidiary companies	Bannatyne Enterprises Pte Limited, Singapore
		Dowbiggin Enterprises Pte Limited, Singapore
		Nacupa Enterprises Pte Limited, Singapore
		Spargo Enterprises Pte Limited, Singapore
		Valletort Enterprises Pte Limited, Singapore

C) *Other Related parties where transactions have taken place:*

1.	Associates	Klassik Foods Private Limited*
		Nalanda Biscuits Company Limited
		Sunandaram Foods Private Limited
2.	Other related party	Bombay Dyeing & Manufacturing Co. Ltd.
		Go Airlines (India) Limited
		Avijit Deb Partners, LLP
3.	Post employment-benefit plan entities	Britannia Industries Limited Management Staff Provident Fund
		Britannia Industries Limited Covenanted Staff Gratuity Fund
		Britannia Industries Limited Non Covenanted Staff Gratuity Fund
		Britannia Industries Limited Covenanted Staff Pension Fund
		Britannia Industries Limited Officers Pension Fund
4.	Key management personnel (KMP)	
	Managing Director	Mr. Varun Berry
	Chief Financial Officer	Mr. N.Venkataraman
	Company Secretary	Mr. T. V. Thulsidass
	Non-Executive Directors	Mr. Nusli N Wadia
		Mr. A K Hirjee #
		Mr. Keki Elavia
		Mr. Avijit Deb
		Mr. Jeh N Wadia
		Mr. Keki Dadiseth
		Dr. Ajai Puri
		Mr. Ness N Wadia
		Dr. Y.S.P.Thorat
		Dr. Ajay Shah
		Mrs. Tanya Dubash
		Dr. Urjit Patel ##
		Mr. Nimesh N Kampani ###
		Mrs. Ranjana Kumar ###

* During the previous year, the Company sold equity shares held in Klassik Foods Private limited and does not hold any stake in the entity as at the balance sheet date.

Ceased to be a director effective 27 September 2020 on account of his demise.

Dr. Urjit Patel was appointed as additional and independent director of the Company on 31 March 2021

Mr. Nimesh N Kampani and Mrs. Ranjana Kumar retired as director on 12 August 2019.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2021	31 March 2020
Related party transactions during the year:			
Contributions during the year (includes Employees' share and contribution)			
Britannia Industries Limited Management Staff Provident Fund	Post employment-benefit plan entities	22.77	17.38
Britannia Industries Limited Covenanted Staff Gratuity Fund		2.36	1.84
Britannia Industries Limited Non Covenanted Staff Gratuity Fund		4.68	3.40
Britannia Industries Limited Covenanted Staff Pension Fund		0.22	0.24
Britannia Industries Limited Officers Pension Fund		0.21	0.26
Total		**30.24**	**23.12**
Remittance of dividend			
Associated Biscuits International Limited (ABIL), UK	Holding Company	1,272.15	161.71
Others	Fellow subsidiary companies	166.30	20.91
Total		**1,438.45**	**182.62**
Issue of Bonus Debentures			
Associated Biscuits International Limited (ABIL), UK	Holding Company	-	323.43
Others	Fellow subsidiary companies	-	41.83
Total		**-**	**365.26**
Purchase of finished goods			
Nalanda Biscuits Company Limited	Associate	63.76	71.37
Sunandaram Foods Private Limited	Associate	64.30	66.51
Total		**128.06**	**137.88**
Key management personnel compensation			
Short-term employee benefits		13.09	12.21
Post-employment defined benefit		0.48	0.44
Other long term benefits		0.51	0.51
Share based payments		18.94	21.58
Sitting fees		0.96	0.92
Commission		18.00	11.50
Travelling expenses & others		0.03	0.25

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2021	31 March 2020
Shares allotted under employee stock option scheme for consideration received during the year			
Mr. Varun Berry	KMP		
Equity shares		0.04	0.02
Securities premium		103.11	23.95
Total		**103.15**	**23.97**
Loan given to KMP			
Varun Berry	KMP	-	**23.96**
Loan repaid by KMP			
Varun Berry	KMP	-	**23.96**
Share of current year profit / (loss)			
Nalanda Biscuits Company Limited	Associate	0.15	0.24
Sunandaram Foods Private Limited	Associate	0.66	0.20
Total		**0.81**	**0.44**
Sale of goods / consumables and ingredients			
Nalanda Biscuits Company Limited	Associate	1.62	3.23
Sunandaram Foods Private Limited	Associate	1.22	1.08
Go Airlines (India) Limited	Other related party	-	0.18
Total		**2.84**	**4.49**
Interest income			
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	36.02	-
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	25.96	34.91
Go Airlines (India) Limited	Other related party	4.03	21.79
Varun Berry	KMP	-	0.16
Total		**66.01**	**56.86**
Reimbursement of travelling & other expenses			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	0.14	2.67
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	1.22	-
		1.36	**2.67**
Professional charges			
Avijit Deb Partners, LLP	Other related party	**0.16**	**0.43**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2021	31 March 2020
Recovery of guest house expenses			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	0.13
Go Airlines (India) Limited	Other related party	-	0.04
Total		-	0.17
Inter-corporate deposits placed			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	290.00	350.00
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	700.00	-
Go Airlines (India) Limited	Other related party	70.00	160.00
Total		1,060.00	510.00
Inter-corporate deposits redeemed / repaid			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	350.00	350.00
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	200.00	-
Go Airlines (India) Limited	Other related party	320.00	245.00
Total		870.00	595.00
Related party closing balances as on balance sheet date:			
Outstanding - net receivables / (payables)			
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	513.06	0.07
Klassik Foods Private Limited	Associate	-	0.04
Nalanda Biscuits Company Limited	Associate	0.56	1.25
Sunandaram Foods Private Limited	Associate	4.10	5.60
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	298.47	359.15
Go Airlines (India) Limited	Other related party	0.09	256.43
Total		816.28	622.54
Investments (including goodwill)			
Nalanda Biscuits Company Limited	Associate	1.23	1.08
Sunandaram Foods Private Limited	Associate	1.06	0.40
Total		2.29	1.48

Notes:

(i) The above information has been determined to the extent such parties have been identified on the basis of information available with the Group and relied upon by the auditors.

(ii) Transactions reported above are excluding taxes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 46 Employee benefits

(a) Post retirement benefit - Defined contribution plans

The Group has recognised an amount of ₹ 8.95 (31 March 2020: ₹ 9.27) as expenses under the defined contribution plans in the Statement of Profit and Loss for the year:

	31 March 2021	31 March 2020
Benefit (Contribution to)		
Provident Fund	4.97	4.42
Family Pension Scheme	3.53	4.10
Pension Fund / Scheme	0.46	0.75
Total	**8.95**	**9.27**

(b) Post retirement benefit - Defined benefit plans

(1) Provident fund - Contribution made by the Company during the year to the self administered Trust fund is ₹ 7.51 (31 March 2020: ₹ 7.04). With regard to the assets of the Fund and the return on the investments, the Company does not expect any deficiency in the foreseeable future.

(2) The Company has two funds: Britannia Industries Limited Covenanted Staff Gratuity Fund and Britannia Industries Limited Non Covenanted Staff Gratuity Fund, which are funded defined benefit plans for qualifying employees.

(i) The Scheme in relation to Britannia Industries Limited Non Covenanted Staff Gratuity Fund provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.

(ii) The Scheme in relation to Britannia Industries Limited Covenanted Staff Gratuity Fund provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service or part thereof in excess of six months subject to the higher of maximum amount payable as per the Payment of Gratuity Act, 1972 and twenty months salary.

Vesting (for both the funds mentioned above) occurs in accordance with the provisions of the Payment of Gratuity Act 1972, except in case of death or permanent disability. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at balance sheet date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(3) The Amount recognised in the balance sheet and the movements in the net defined benefit obligation for the Group is as follows:

		31 March 2021	31 March 2020
1.	Reconciliation of net defined benefit asset / (liability)		
(i)	Reconciliation of present value of defined benefit obligation:		
	Obligations at 1 April	44.38	37.26
	Service cost	5.26	3.80
	Interest cost	2.56	2.45
	Benefits settled	(3.13)	(5.88)
	Actuarial (gain) / loss due to financial assumptions	(2.15)	5.15
	Actuarial (gain) / loss due to demographic assumption	-	(0.06)
	Actuarial (gain) / loss due to experience adjustments	(0.41)	1.66
	Obligations at the year end 31 March	46.51	44.38
(ii)	Reconciliation of present value of plan asset:		
	Plan assets at 1 April at fair value	34.98	31.29
	Expected return on plan assets	2.24	2.37
	Return on assets excluding interest income	0.94	0.25
	Contributions	6.95	6.95
	Benefit settled	(3.13)	(5.88)
	Plan assets as at 31 March at fair value	41.98	34.98
(iii)	Reconciliation of net defined benefit asset/(liability):		
	Present value of obligation as at 31 March	46.51	44.38
	Plan assets at 31 March at fair value	41.98	34.98
	Amount recognised in balance sheet asset / (liability)	(4.53)	(9.40)
2.	Expenses recognised in the Statement of Profit and Loss under Employee benefit expense:		
	Current service cost	5.26	3.80
	Interest cost	2.56	2.45
	Interest income	(2.24)	(2.37)
	Net cost	5.58	3.88
3.	Remeasurements recognised in statement of other comprehensive income		
	Actuarial (gain) / loss on defined benefit obligation	(2.56)	6.75
	Return on plan assets excluding interest income	(0.94)	(0.25)
	(Gain) / loss recognised in statement of other comprehensive income	(3.50)	6.50
4.	Amount recognised in the balance sheet:		
	Opening asset / (liability)	9.40	5.97
	Expense (Refer 2 & 3 above)	2.08	10.38
	Employers contribution paid	(6.95)	(6.95)
	Closing (asset) / liability	4.53	9.40

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

		31 March 2021	31 March 2020
5.	Experience adjustment:		
	On plan liabilities (gain) / loss	(0.41)	1.66
	On plan assets gain / (loss)	0.94	0.25
6.	Investment details:	% Invested	% Invested
	Government of India securities	-	2.12
	State Government securities	41.57	43.25
	Public sector securities	37.24	30.73
	Mutual funds	7.88	5.20
	Others	13.31	18.70
		100.00	100.00
7.	Principal actuarial assumptions:		
	Discount factor [Refer note (i) below]	6.60%	6.00%
	Estimated rate of return on plan assets [Refer note (ii) below]	6.60%	6.00%
	Attrition rate:		
	Service related:		
	5 years and above	4%	4%
	Below 5 years	25%	25%
	Salary escalation rate (Refer note (iii) below)	7%	7%
	Retirement age (in years)	58	58
8.	Maturity profile of defined benefit obligation:		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(c) The charge for retirement benefits of Al Sallan Food Industries Co. SAOC and Strategic Food International Co. LLC, Dubai has been calculated in accordance with the laws applicable in their countries of incorporation which amounts to ₹ 3.69 (31 March 2020: ₹ 3.48).

Sensitivity analysis

The sensitivity analysis of significant actuarial assumption as of end of reporting period is shown below.

		31 March 2021	31 March 2020
A.	Discount rate		
	Discount rate -50 basis points	47.90	45.70
	Assumptions	6.10%	5.50%
	Discount rate +50 basis points	44.04	42.38
	Assumptions	7.50%	6.50%
B.	Salary escalation rate		
	Salary rate -50 basis points	44.16	42.49
	Assumptions	6.50%	6.50%
	Salary rate +50 basis points	47.78	46.06
	Assumptions	7.50%	7.50%
C.	Withdrawal rate		
	Withdrawal rate -100 basis points	46.07	44.56
	Withdrawal rate +100 basis points	45.73	43.92

Note 47 With respect to Al Sallan Food Industries Co. SAOC, the Company's income tax assessments for the tax years 2012 to 2015 have not been finalised by the Secretariat General for Taxation at the Ministry of Finance, Oman. The Group believes that additional taxes, if any, that may become payable on finalisation of the assessments in respect of these open years would not be material to the Group's financial position as at 31 March 2021.

Note 48 Government grant

During the year ended 31 March 2013, an amount of ₹ 5 was received towards capital subsidy for the Hajipur Factory, Bihar in accordance with the State Industrial Policy of Bihar. Out of this, an amount of ₹ Nil (31 March 2020: ₹ 0.71) has been credited to the Statement of Profit and Loss (by reducing the depreciation charge for the year) and the outstanding amount of ₹ Nil (31 March 2020: Nil) has been classified as government grant in the balance sheet [Refer note 3 (l)].

Note 49 Additional information pursuant to para 2 of general instructions for the preparation of Consolidated Financial Statements:

₹ in Crores

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consolidated Net Assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of total comprehensive income	Amount
Parent								
Britannia Industries Limited	80.04%	3,319.53	94.62%	1,760.03	(161.12%)	2.42	94.82%	1,762.45
Indian Subsidiaries								
Boribunder Finance and Investments Private Limited	0.03%	1.22	0.00%	(0.04)	0.00%	-	0.00%	(0.04)
Flora Investments Company Private Limited	0.06%	2.51	0.00%	0.08	0.00%	-	0.00%	0.08
Gilt Edge Finance and Investments Private Limited	0.06%	2.58	0.00%	0.08	0.00%	-	0.00%	0.08
Ganges Vally Foods Private Limited	0.20%	8.19	(0.01%)	(0.13)	0.00%	-	(0.01%)	(0.13)
International Bakery Products Limited	0.48%	19.70	0.17%	3.08	1.33%	(0.02)	0.16%	3.06
J B Mangharam Foods Private Limited	0.19%	7.93	0.01%	0.21	(14.25%)	0.21	0.02%	0.42
Manna Foods Private Limited	0.57%	23.69	0.39%	7.33	(4.93%)	0.07	0.40%	7.40
Sunrise Biscuit Company Private Limited	0.61%	25.41	0.02%	0.32	7.32%	(0.11)	0.01%	0.21
Britannia Dairy Private Limited	5.31%	220.10	3.54%	65.91	(0.67%)	0.01	3.55%	65.92
Britchip Foods Limited	2.04%	84.66	(1.22%)	(22.64)	0.67%	(0.01)	(1.22%)	(22.65)
Britannia Employees General Welfare Association Private Limited	0.02%	0.81	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Britannia Employees Medical Welfare Association Private Limited	0.02%	0.79	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Britannia Employees Educational Welfare Association Private Limited	0.02%	0.81	0.00%	(0.01)	0.00%	-	0.00%	(0.01)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consolidated Net Assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of total comprehensive income	Amount
Foreign Subsidiaries								
Britannia and Associates (Mauritius) Private Limited	4.42%	183.47	0.00%	(0.04)	0.00%	-	0.00%	(0.04)
Britannia and Associates (Dubai) Private Co. Limited	3.93%	162.81	0.05%	0.95	0.00%	-	0.05%	0.95
Al Sallan Food Industries Co. SAOC	(0.69%)	(28.78)	0.49%	9.16	0.00%	-	0.49%	9.16
Strategic Food International Co. LLC, Dubai	1.29%	53.38	1.70%	31.61	0.00%	-	1.70%	31.61
Strategic Brands Holding Company Limited	0.00%	0.00	0.00%	0.04	0.00%	-	0.00%	0.04
Britannia Dairy Holdings Private Limited	(0.01%)	(0.47)	0.00%	(0.04)	0.00%	-	0.00%	(0.04)
Britannia Nepal Private Limited	1.41%	58.54	0.23%	4.26	0.00%	-	0.23%	4.26
Britannia Bangladesh Private Limited	0.01%	0.35	0.00%	0.04	0.00%	-	0.00%	0.04
Britannia Egypt LLC	0.00%	0.02	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Foreign currency translation reserve					271.64%	(4.08)	(0.22%)	(4.08)
	100.00%	**4,147.25**	**100.00%**	**1,860.19**	**100.00%**	**(1.50)**	**100.00%**	**1,858.69**
Adjustment arising out of Consolidation		(601.88)		2.90				2.90
Non-controlling interests in all Subsidiaries /Associates (Investment as per the Equity method)								
Non-controlling interest in Subsidiaries								
Ganges Vally Foods Private Limited				(0.01)				(0.01)
Sunrise Biscuit Company Private Limited				0.01				0.01
Britchip Foods Limited				(13.31)				(13.31)
Associates								
Nalanda Biscuits Company Limited		1.23		0.15				0.15
Sunandaram Foods Private Limited		1.06		0.66				0.66
Total		**3,547.66**		**1,850.59**		**(1.50)**		**1,849.09**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 50 Capital management

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors, creditors and market confidence and to sustain future development and growth of its business. In order to maintain the capital structure, the Group monitors the return on capital, as well as the level of dividends to equity shareholders. The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to all its shareholders. For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves and debt includes non-current borrowings, current borrowings and certain components of other financial liabilities.

The Group monitors capital on the basis of the following gearing ratio.

As at	31 March 2021	31 March 2020
Total debt	2,105.67	1,537.01
Equity	3,547.66	4,402.83
Debt to equity %	59.35%	34.91%

Note 51 Research and development expenses

For the year ended	31 March 2021	31 March 2020
Capital expenditure	0.25	1.99
Revenue expenditure	31.90	31.58
Total	**32.15**	**33.57**

₹ in Crores

Note 52 Financial instruments - fair values and risk management

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2021, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount					Fair value			
		FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Investments in mutual funds	8, 13	1,525.38	-	-	-	1,525.38	-	1,525.38	-	1,525.38
Investments with insurance companies	8	15.40	-	-	-	15.40	-	15.40	-	15.40
Investments in equity instruments	8	0.29	-	-	-	0.29	-	-	0.29	0.29
		1,541.07	-	-	-	**1,541.07**				
Financial assets not measured at fair value										
Investments in debentures/ bonds	8, 13	-	-	1,211.90	-	1,211.90				
Investments in tax free bonds	8	-	-	14.11	-	14.11				
Investments in government securities	8, 13	-	-	11.32	-	11.32				
Loans receivable	9, 16	-	-	1,021.14	-	1,021.14				
Other financial assets	10, 17	-	-	427.89	-	427.89				
Trade receivables	14	-	-	257.27	-	257.27				
Cash and cash equivalents	15	-	-	142.74	-	142.74				
Bank balances	15	-	-	68.60	-	68.60				
		-	-	**3,154.97**	-	**3,154.97**				
Financial liabilities not measured at fair value										
Borrowings	22, 24		-	-	2,087.17	2,087.17				
Trade payables	25	-	-	-	1,314.75	1,314.75				
Other financial liabilities	23, 26	-	-	-	410.08	410.08				
		-	-	-	**3,812.00**	**3,812.00**				

₹ in Crores

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2020, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount					Fair value			
		FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Investments in mutual funds	8, 13	1,410.75	-	-	-	1,410.75	-	1,410.75	-	1,410.75
Investments with insurance companies	8	14.61	-	-	-	14.61	-	14.61	-	14.61
Investments in equity instruments	8	0.17	-	-	-	0.17	-	-	0.17	0.17
		1,425.53	-	-	-	1,425.53				
Financial assets not measured at fair value										
Investments in debentures/ bonds	8, 13	-	-	1,439.82	-	1,439.82				
Investments in tax free bonds	8	-	-	14.11	-	14.11				
Investments in government securities	8, 13	-	-	12.29	-	12.29				
Loans receivable	9, 16	-	-	1,313.06	-	1,313.06				
Other financial assets	10, 17	-	-	261.08	-	261.08				
Trade receivables	14	-	-	320.36	-	320.36				
Cash and cash equivalents	15	-	-	81.23	-	81.23				
Bank balances	15	-	-	41.62	-	41.62				
		-	-	3,483.57	-	3,483.57				
Financial liabilities not measured at fair value										
Borrowings	22, 24		-	-	1,514.05	1,514.05				
Trade payables	25	-	-	-	1,047.00	1,047.00				
Other financial liabilities	23, 26	-	-	-	358.45	358.45				
		-	-	-	2,919.50	2,919.50				

The fair value of cash and cash equivalents, bank balances, trade receivables, loans receivables, investments in tax-free bonds, investments in debentures/bonds, investments in equity instruments, investment in government securities, borrowings, trade payables and other financial assets and liabilities approximate their carrying amount largely due to the nature of these instruments. The Group's loans have been contracted at market rates of interest. Accordingly, the carrying value of such loans approximate fair value.

Investments in mutual funds, which are classified as FVTPL are measured using net assets value at the reporting date multiplied by the quantity held.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Financial risk management

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's management risk policy is set by the Board. The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. A summary of the risks have been given below.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans given. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors. Based on our assessement and current estimates the carrying value and the provisions made as at 31 March 2021 is considered adequate.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The Group limits its exposure to credit risk from trade receivables by establishing appropriate credit period for customer. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are wholesale, retail or institutional customers, their geographic location, industry, trading history with the Group and existence of previous financial difficulties. The default in collection as a percentage to total receivable is low.

The Group's exposure to credit risk for trade receivables by geographic region is as follows:

	Carrying amount	
	31 March 2021	31 March 2020
India	174.62	235.06
Others	85.36	87.48
	259.98	**322.54**

The Group's exposure to credit risk for trade receivables by type of counterparty is as follows:

	Carrying amount	
	31 March 2021	31 March 2020
Institutional	117.97	146.78
Authorised wholesaler	26.54	45.30
Exports	85.36	87.48
Others	30.11	42.98
	259.98	**322.54**

Movement in the allowance for impairment in trade receivables

	31 March 2021	31 March 2020
Opening balance	2.18	7.02
Amount provided for	0.53	0.26
Reversal of provision for impairment in receivables (Refer note 35)	-	(5.10)
Net remeasurement of loss allowance	**2.71**	**2.18**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, that it will always have sufficient liquidity to meet its liabilities when due. The Group's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by the senior management.

The Group aims to maintain the level of its cash and cash equivalents and other highly marketable debt investments at an amount in excess of expected cash outflows on financial liabilities (other than trade payables) over the next six months. The Group also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities. At 31 March 2021, the expected cash flows from trade receivables is ₹ 257.27 (31 March 2020: ₹320.36) .This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

In addition, the Company maintains a line of credit, ₹ 930.00 (31 March 2020: ₹675.60) overdraft facility with various banks that is unsecured. Interest would be payable basis prevailing MCLR rates plus applicable margin (31 March 2020 : MCLR rates plus applicable margin).

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2021 and 31 March 2020:

Particulars	As at 31 March 2021		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Trade payables (Refer note 25)	1,314.75	-	-
Borrowings (Refer note 22 and 24)	1,339.42	739.28	8.47
Other financial liabilities (Refer note 23 and 26)	356.01	1.62	52.45
	3,010.18	**740.90**	**60.92**

Particulars	As at 31 March 2020		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Trade payables (Refer note 25)	1,047.00	-	-
Borrowings (Refer note 22 and 24)	747.99	18.44	747.62
Other financial liabilities (Refer note 23 and 26)	311.91	1.71	44.83
	2,106.90	**20.15**	**792.45**

Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates and interest rates - will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Currency risk

The Company is exposed to currency risk to the extent that there is mismatch between the currencies in which sales, purchase are denominated and the respective functional currencies of Group companies. The Group has export sales (3% of total sales) primarily denominated in US dollars and Euro. At any point in time, the Company hedges 95% to 100% of its estimated foreign currency exposure in respect of sales and purchases over the following 12 months. The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

The Company's investment in foreign subsidiaries is not hedged.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk is as follows:

	31 March 2021		31 March 2020	
	Euro	USD	Euro	USD
Export receivables	-	0.42	-	0.38
Overseas payables	(0.33)	-	-	-

The Group uses forward exchange contracts to hedge the currency exposure and therefore, not exposed to significant currency risk at the respective reporting dates.

Sensitivity analysis

The impact of strengthening/weakening of currency on the Group is not material as Group hedges 95% to 100% of the foreign currency exposure.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates. The Group's exposure to risk of changes in market interest rate is minimal.

Sensitivity analysis

The sensitivity analysis have been determined based on the exposure to interest rates for debt obligations with floating rates. The impact on the Group of movement in interest rate by 100 basis points higher or lower and considering all other variables constant, is not material.

Impact of COVID-19

The Group has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, inventory, receivables, advances, property plant and equipment, Intangibles etc as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Group has used internal and external information. Having reviewed the underlying data and based on current estimates, the Group does not expect any material impact on the carrying amount of these assets & liabilities. The impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these financial statements and the Group will continue to closely monitor any material changes to future economic conditions.

The Group has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk and market risk and does not foresee any material impact on account of the same.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 53 During the year ended 31 March 2016, based on queries received from Securities Exchange Board of India ('SEBI'), the Company conducted a preliminary internal investigation and discovered certain irregularities by M/s Sharepro Services (India) Private Limited ('Sharepro'), the Company's erstwhile Registrar and Share Transfer Agent. Subsequently, the Company filed a criminal complaint against Sharepro and its employees. Pursuant to the directions issued by SEBI in its interim order dated 22 March 2016, the Company appointed an independent external agency to conduct an audit of the records and systems of Sharepro with respect to past transactions. The report of the external agency was submitted with SEBI by the Company vide its letter dated 12 July 2016. In 2019-20, following the receipt of a Show Cause Notice dated 8 November 2019 from SEBI in a related matter, the Company filed a Settlement Application and SEBI passed the settlement order on 17 September, 2020. The Company continues to evaluate additional steps, if any, based on the directions of SEBI or any other regulatory authorities.

Based on consultations with its legal counsel, the Company has been advised that the liability will not devolve on the Company and thus no provision is considered necessary.

Note 54 The Board of Directors of the Company at their meeting held on 17 August 2020 approved the issue of unsecured, non-convertible, redeemable, fully paid-up debentures, along with an appropriate cash component, aggregating to ₹ 41.50 per equity share, subject to applicable taxes, by way of bonus to the Members of the Company, by utilizing the general reserve/surplus in the profit and loss account of the Company under a Scheme of Arrangement("Scheme"). Further, the Board of Directors at their meeting held on 5 October 2020, approved the Scheme of Arrangement between Britannia Industries Limited and its Members under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act which, inter alia, provides for (a) Issue of 1 unsecured, non-convertible, redeemable, fully paid up Debenture of face value ₹ 29 each for every 1 fully paid up equity share of face value ₹ 1 each by utilizing the General Reserve of the Company and (b) Payment of dividend of ₹ 12.50 per every 1 fully paid up equity share of face value ₹ 1 each by utilizing its accumulated profits to all the members of the Company, subject to approval of the Scheme by members and statutory/regulatory authorities including the Stock Exchanges, SEBI and the Hon'ble National Company Law Tribunal, Kolkata bench and subject to deduction/withholding of applicable taxes. The Company received Observation letters from BSE Limited and National Stock Exchange of India Limited for the Scheme of Arrangement on 17 December 2020 and filed the Company application before the Hon'ble National Company Law Tribunal ("Tribunal"), Kolkata Bench on 19 December 2020. The Scheme of Arrangement was approved by Shareholders and Commercial Paper Holders by requisite majority at their meetings convened by Video Conference (VC) on 15 February 2021 as per the directions of the Hon'ble Tribunal. The Company has completed filing the Company Petition with the Hon'ble Tribunal on 24 March 2021 for the sanction of the Scheme and hearing is scheduled on 28 April 2021.

Note 55 **A. Revenue streams**

The Group is primarily involved in manufacturing and sale of various food products. Other sources of revenue include scrap sales and royalty income.

	Note	31 March 2021	31 March 2020
Sale of goods / Income from operations	29	12,883.04	11,443.99
Other operating revenues	29	253.10	155.56
Revenue from operations		**13,136.14**	**11,599.55**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

B. Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical market.

	31 March 2021	31 March 2020
India	12,133.99	10,801.74
Others	749.05	642.25
Sale of goods / Income from operations	**12,883.04**	**11,443.99**

The Group does not incur any cost to obtain or fulfil a contract with the customer.

C. Reconciliation of net sale of goods

	31 March 2021	31 March 2020
Gross Sales Value	13,502.41	12,083.26
Add: Customer loyalty programme	0.75	(0.92)
Less: Stock returns	120.34	131.02
Less: Trade discounts, promotions & channel margins	499.78	507.33
Sale of goods / Income from operations	**12,883.04**	**11,443.99**

Note 56 Exceptional items pertain to voluntary retirement cost incurred in one of the subsidiaries of the Company.

Note 57 The financial statements are presented in ₹ crores (rounded off to two decimal places). Those items which are required to be disclosed and which were not presented in the financial statements due to rounding off to the nearest ₹ crores are given below:

₹ in '000

Note	Description		31 March 2021	31 March 2020
8.	**Non-current investments:**			
	(a) Unquoted - Trade investments - Investments in debentures / bonds			
	The Bengal Chamber of Commerce and Industry 6 1/2 % Non-redeemable registered debentures 1962		4	4
45.	**Related party disclosures under Ind AS 24:**	**Relationship**		
	(a) Recovery of guest house expenses		41	-
	-Bombay Dyeing & Manufacturing Co. Ltd	Other related party		

Note 58 During the year ended 31 March 2021, no material foreseeable loss (31 March 2020: Nil) was incurred for any long-term contract including derivative contracts.

As per our report of even date attached
for **Walker Chandiok & Co LLP**
Chartered Accountants
ICAI Firm registration number: 001076N/N500013

Aasheesh Arjun Singh
Partner
Membership number: 210122

Place: Bengaluru
Date : 27 April 2021

for **and on behalf of the Board of Directors**

Nusli N Wadia
Chairman
(DIN:00015731)

Varun Berry
Managing Director
(DIN:05208062)

N. Venkataraman
Chief Financial Officer

T.V. Thulsidass
Company Secretary
(Membership number: A20927)

Place: Bengaluru
Date : 27 April 2021

SIGNIFICANT RATIOS
(on standalone basis)

			2020-21	2019-20
Measures of Investment				
Return on Equity	Profit after tax / Shareholders' funds (Total Equity)	%	53.0	34.7
Book value per share	Shareholders' funds (Total Equity) / Number of equity shares (of face value of ₹ 1 each)	₹	137.82	177.76
Dividend cover	Earnings per share (Basic) / Dividend (Plus tax) per share	times	0.5	1.8
Measures of Performance				
Net profit margin	Profit after tax / Total Income	%	13.9	13.1
Debtors turnover	Sale of goods / Average Gross Trade receivables	times	54.5	36.0
Stock turnover	Sale of goods / Average Gross Inventories (Finished goods + Stock-in-trade+Goods in transit)	times	49.9	43.1
Measure of Financial Status				
Debt equity ratio	Non-current borrowings + Current borrowings + certain components of other financial liabilities / Shareholders' funds	%	54.2	28.2
Current ratio	Current assets / Current liabilities - Current maturities of long-term debt and finance lease obligations	times	1.2	1.4
Tax ratio	Provision for tax / Profit before tax	%	26.0	22.2

TEN YEAR FINANCIAL STATISTICS : 2012 - 2021
(STANDALONE FINANCIAL STATEMENTS)

₹ in Crores

	Previous GAAP						Ind AS			
As at / Year ended 31 March	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**
Assets employed										
Fixed Assets (net of depreciation and amortisation)#	458.82	580.12	642.88	574.16	716.29	869.09	1,231.55	1,392.51	1,499.45	1,515.50
Investments (non-current and current)	428.94	279.60	372.99	661.04	921.33	599.91	1,186.13	1,645.67	3,141.17	2,950.12
Other assets (net of liabilities)	66.78	(2.01)	(160.72)	2.55	380.21	1,114.71	828.20	1,003.01	837.95	651.93
	954.54	**857.71**	**855.15**	**1,237.75**	**2,017.83**	**2,583.71**	**3,245.88**	**4,041.19**	**5,478.57**	**5,117.55**
Financed by										
Equity shares	23.89	23.91	23.99	23.99	24.00	24.00	24.01	24.03	24.05	24.09
Reserves and surplus	496.15	612.50	829.47	1,211.63	1,992.03	2,557.98	3,211.27	4,015.42	4,250.60	3,295.44
Loan funds	434.50	221.30	1.69	2.13	1.80	1.73	10.60	1.74	1,203.92	1,798.02
	954.54	**857.71**	**855.15**	**1,237.75**	**2,017.83**	**2,583.71**	**3,245.88**	**4,041.19**	**5,478.57**	**5,117.55**
Other key information										
Revenue from operation	4,974.19	5.615.49	6,307.39	7,175.99	7,960.62	8,684.39	9,380.17	10,482.45	10,986.68	12,378.83
Profit before tax	252.37	332.18	542.62	882.61	1,149.13	1,251.16	1,445.20	1,716.11	1,908.26	2,379.44
Tax	65.63	98.31	172.79	260.20	385.82	407.47	497.31	593.91	423.96	619.41
Net profit	186.74	233.87	369.83	622.41	763.31	843.69	947.89	1,122.20	1,484.30	1,760.03
Dividend (including tax on dividend)	118.00	118.94	168.37	230.94	288.80	317.75	361.85	422.27^	841.64*	3,491.41*
Issue of bonus debentures (excluding dividend distribution tax)	-	-	-	-	-	-	-	-	720.95	-

* Interim Dividend (Dividend Distribution Tax is not applicable from 1 April 2020).

^ Net of Dividend Distribution Tax on dividend received from one of the subsidiaries.

Includes property, plant and equipment, capital work in progress, investment property and intangible asset.

Notes

Notes

BRITANNIA®

Britannia Industries Limited
A Wadia Enterprise

Registered Office
5/1A Hungerford Street, Kolkata - 700 017, West Bengal
Ph: 033- 22872439, 22872057, Fax: 033 - 22872501

BRITANNIA INDUSTRIES LIMITED

(Corporate Identification Number: L15412WB1918PLC002964)
Registered Office: 5/1A, Hungerford Street, Kolkata - 700 017
Phone: 033 22872439/2057; Fax: 033 22872501
Website: www.britannia.co.in E-mail Id: investorrelations@britindia.com

NOTICE OF 102nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 102nd Annual General Meeting (AGM) of the Members of Britannia Industries Limited will be held on Monday, 6 September 2021 at 3:00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 5/1A, Hungerford Street, Kolkata - 700 017.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2021, together with the Reports of the Board of Directors and the Auditors thereon;

   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2021, together with the Report of the Auditors thereon.

2. **To resolve not to fill vacancy in place of the retiring director Mr. Jehangir N Wadia (DIN: 00088831), who has not offered himself for re-appointment in terms of Section 152 of the Companies Act, 2013.**

   In this regard, to consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the rules made thereunder and other applicable provisions of the Companies Act, 2013, the Company do and hereby resolve not to fill the vacancy arising from retirement of Mr. Jehangir N Wadia (DIN: 00088831), Non-Executive Director, who has not offered himself for re-appointment."

SPECIAL BUSINESS:

3. **Appointment of Dr. Urjit Patel (DIN: 00175210) as an Independent Director of the Company**

   In this regard, to consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** Dr. Urjit Patel (DIN: 00175210), who was, on the recommendation of the Nomination and Remuneration Committee, appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 31 March 2021, in terms of Section 161 of the Companies Act, 2013 and Article 94 of the Articles of Association of the Company and who holds office of Director upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Dr. Urjit Patel (DIN: 00175210), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years effective from 31 March 2021 upto 30 March 2026, with an option to retire from the office at any time during the term of appointment.

   RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

4. **Re-appointment of Dr. Y.S.P Thorat (DIN: 00135258) as an Independent Director of the Company**

   In this regard, to consider and if thought fit, to pass, the following Resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation

16(1)(b), 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the Performance Evaluation, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 27 April 2021 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, Dr. Y.S.P Thorat (DIN: 00135258) be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years effective from 13 February 2022 upto 12 February 2027 with an option to retire from the office at any time during the term of appointment;

RESOLVED FURTHER THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the members be and is hereby accorded for continuation of directorship of Dr. Y.S.P. Thorat as an Independent Director of the Company on attaining age of 75 years.

RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

5. Re-appointment of Dr. Ajay Shah (DIN: 01141239) as an Independent Director of the Company

In this regard, to consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the Performance Evaluation and the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 27 April 2021 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, Dr. Ajay Shah (DIN: 01141239) be and is hereby re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years effective from 13 February 2022 up to 12 February 2027 with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

6. Termination of the existing Britannia Industries Limited – Employee Stock Option Scheme and replacing with Britannia Industries Limited – Phantom Option Scheme 2021 and replacing the options under Britannia Industries Limited – Employee Stock Option Scheme with the options under Britannia Industries Limited – Phantom Option Scheme 2021

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (the "Act"), and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations"), issued by the Securities and Exchange Board of India ("SEBI") the approval and consent of members of the Company be and is hereby accorded to terminate Britannia Industries Limited – Employee Stock Option Scheme ("BIL ESOS") and introduce, implement and replace with Britannia Industries Limited – Phantom Option Scheme 2021 ("BIL POS 2021") whereby phantom options ("Phantom Options") will be granted to eligible persons, as selected by the Nomination and Remuneration Committee ("NRC") of the Board of Directors ("Board"), which as and when vested, will entitle them to receive cash payment which is equivalent to an upside in the value of shares of the Company having face value of ₹ 1/- each ("Shares") between the market value (as defined under BIL POS 2021) as on the date of exercise of Phantom Options and the Base Price, which is determined by the Committee at the time of grant and all the unexercised

vested options and unvested options ("Forfeited Options"), which are granted under BIL ESOS will be replaced with Phantom Options ("Replacement Phantom Options"), with the consent of the holders of Forfeited Options and the terms of grant of Replacement Phantom Options shall be similar to terms of grant of Forfeited Options under BIL ESOS and under no circumstance the terms of grant of Replacement Phantom Options shall be less favourable than the terms of grant of Forfeited Options.

RESOLVED FURTHER THAT the approval and consent of the Members of the Company be and is hereby accorded to the Board, including the NRC /any committee of the Board duly authorized to act on its behalf, to administer implement, supervise and alter BIL POS 2021, in the manner as it may deem fit, in accordance with the provisions of the Act and other rules, regulations and guidelines, if any, Memorandum and Articles of Association of the Company, which authority shall include but not be limited to, determine the criteria of the eligible employee who will be eligible to grant of options under BIL POS 2021 and quantum of such Phantom Options to be granted to the eligible employee, the number of Phantom Options to be granted in each tranche, the Base Price to be determined, the terms or combination of terms subject to which the said Phantom Options is to be granted, the exercise period, the vesting period, the vesting conditions, instances where such options shall lapse and on such terms and conditions as set out in BIL POS 2021 and as the Committee may in its absolute discretion deem fit, and to do all such acts, deeds and things as may be required, and to execute all such deeds, documents, writings, including but not limited to the letter of grant, award letter and to give such directions and/or instructions as may be necessary for proper administration and implementation of BIL POS 2021 and to determine, in its absolute discretion, all the questions of interpretation, disputes, discrepancy or disagreement which shall arise under, or as a result of, or pursuant to, or in connection with BIL POS 2021.

RESOLVED FURTHER THAT the Directors of the Company and/ or Company Secretary of the Company be and are hereby severally authorised to take necessary steps to do all such acts, deeds and things for and on behalf of the Company as may be necessary to give effect to the resolution."

7. **Approval of the Remuneration payable to Mr. Nusli N Wadia (DIN: 00015731), Chairman and Non-Executive Director of the Company, for the Financial Year 2020-21**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Articles of Association of the Company, the Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees, and based on performance evaluation, recommendation of Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on 30 July 2021 and resolution passed by the Members at the 95th AGM held on 12 August 2014 approving the remuneration payable to the Non-Executive Directors of the Company, in aggregate upto 1% (one percent) of the Net Profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, approval of the Members be and is hereby accorded for payment of commission of ₹ 79.48 million to Mr. Nusli N Wadia (DIN: 00015731), Chairman and Non-Executive Director of the Company, which is in excess of 50% of the total annual remuneration payable to all non-executive directors for the Financial Year 2020-21.

RESOLVED FURTHER THAT the Directors of the Company and/ or Company Secretary of the Company be and are hereby severally authorised to take necessary steps to do all such acts, deeds and things for and on behalf of the Company as may be necessary to give effect to the resolution."

8. **Appointment of Mr. N. Venkataraman (DIN: 05220857) as a Director of the Company**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:-

"**RESOLVED THAT** Mr. N. Venkataraman (DIN: 05220857), who was, on the recommendation of the Nomination and Remuneration Committee, appointed as an Additional Director of the Company by the Board of Directors with effect from 30 July 2021, in terms of Section 161 of the Companies Act, 2013 and Article 94 of the Articles of Association of the Company and who holds office of Director upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and are hereby authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

9. **Appointment of Mr. N. Venkataraman (DIN: 05220857) as a Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT**, pursuant to the provisions of Sections 190, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Articles of Association of the Company and based on recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective meetings held on 30 July 2021 and subject to such approvals, permissions and sanctions, as may be required, the consent of the Members be and is hereby accorded for the appointment of Mr. N. Venkataraman (DIN: 05220857) as a Whole Time Director designated as Executive Director and Chief Financial Officer of the Company, for a period of five (5) years with effect from 30 July 2021 upto 29 July 2026, on the terms and conditions contained in the Agreement proposed to be entered into with him and as set out in the Explanatory Statement annexed to this Notice with liberty and power to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution), to alter and vary the terms and conditions of the said appointment and/or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to enter into an Agreement on behalf of Company with Mr. N Venkataraman on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

By Order of the Board of Directors
For Britannia Industries Limited

T.V Thulsidass
Company Secretary
Membership No.: A20927

Date : 30 July 2021
Place : Bengaluru

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 3 to 9 of the accompanying Notice, is annexed hereto.

2. In view of the continuing restrictions on the movement of persons at several places in the country, due to outbreak of Covid-19 and pursuant to General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020 and General Circular No. 02/2021 dated 13 January 2021 issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars"), 102nd AGM of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a venue. The deemed venue for the 102nd AGM shall be the Registered Office of the Company.

3. In terms of MCA Circulars, since the physical presence of Members has been dispensed with, there is no requirement of appointment of proxies under Section 105 of the Companies Act, 2013. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Institutional /Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The aforementioned Resolution/Authorization shall be sent to the Company at investorrelations@britindia.com or to KFin Technologies Private Limited, Registrar and Share Transfer Agent at einward.ris@kfintech.com with a copy marked to evoting@nsdl.co.in.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 1 September 2021 to Monday, 6 September 2021 (both days inclusive) for the purpose of AGM.

6. The details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI Listing Regulations, 2015) and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM forms part of the Notice.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:

7. Pursuant to MCA Circulars and SEBI Circulars and owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith), Annual Report for FY 2020-21 and Notice of 102nd AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

8. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses by writing to the Company's Registrar and Share Transfer Agent (RTA) at einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card and self-attested copy of any document (eg.: Driving License, Adhaar Card, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to investorrelations@britindia.com or einward.ris@kfintech.com.

9. The Notice of 102nd AGM along with Annual Report for FY 2020-21, is available on the website of the Company at www.britannia.co.in, on the website of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

10. Shareholders will be able to attend the Meeting through VC/OAVM by using their remote e-voting login credentials and selecting the EVEN for the Meeting. The facility to join the Meeting shall be kept open 30 minutes before the scheduled time of commencement of the Meeting. Shareholders are requested to join the Meeting by following the procedure given in this Notice.

11. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

13. Members who do not have the User ID and Password for remote e-voting and e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

14. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.

15. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

16. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

17. As the Meeting is being conducted through VC / OAVM, Shareholders are encouraged to express their views / send their queries in advance mentioning their name, DP Id / Client Id / Folio Number, and mobile number to investorrelations@britindia.com to enable smooth conduct of Meeting. Queries received by the Company on the aforementioned Email Id by Tuesday, 31 August 2021, 5:00 P.M IST shall only be considered and responded.

18. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., mobile number at investorrelations@britindia.com on or before Tuesday, 31 August, 2021, 5:00 P.M. IST. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

19. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

20. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, and the MCA Circulars and SEBI Circulars the Company is pleased to provide facility of remote e-Voting and e-Voting at the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating remote e-Voting and e-Voting at the AGM.

22. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Tuesday, 31 August 2021 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

23. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, 31 August 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you

can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, 31 August 2021 may follow steps mentioned in the Notice of the AGM under Step 1 :"Access to NSDL e-Voting system".

24. The remote e-voting period commences on Friday, 3 September 2021 (9:00 A.M. IST) and ends on Sunday, 5 September 2021 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, 31 August 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

    In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

PROCEDURE AND INSTRUCTION FOR ATTENDING AGM THROUGH VC/ OAVM, REMOTE E VOTING AND E-VOTING AT THE AGM

25. The procedure and instructions for remote e-voting are given below:

    Step 1: Access to NSDL e-Voting system

    A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

    In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

    Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if your folio number is 001*** and EVEN is 101456 then your user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

a. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

b. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to investorrelations@britindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@britindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

c. The instructions for Members for E-Voting on the day of the AGM are as under: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

26. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

27. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.

DECLARATION OF VOTING RESULTS:

28. The Company has appointed Mr. P. N. Parikh (FCS No. 327 CP No. 1228) or failing him Mr. Mitesh Dhabliwala (FCS No. 8331 CP No. 9511), or failing him Ms. Jigyasa Ved (FCS No. 6488 CP No. 6018), Practising Company Secretaries, Address: 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl Estate, Off Link Road, Andheri (West), Mumbai-400 053 as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.

29. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

30. The result declared along with the Scrutinizer's Report shall be placed on the Company's website: www.britannia.co.in and on NSDL's website: https://www.evoting.nsdl.com/ immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

31. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, basis the request being sent on investorrelations@britindia.com.

32. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection upon login at NSDL e-voting system at https://www.evoting.nsdl.com/.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF) RELATED INFORMATION:

33. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31 March 2014 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).

    The members who have so far not yet claimed their dividend for the previous years are advised to submit their claim to the Company's Registrar and Transfer Agent at their address given herein below, quoting their Folio No./ DP Id and Client Id:

    Kfin Technologies Private Limited
    (Formerly known as Karvy Fintech Private Limited)
    Unit: Britannia Industries Limited
    Karvy Selenium Tower B,
    Plot 31-32, Gachibowli Financial District,
    Nanakramguda, Hyderabad – 500 032
    Toll free No.: 1- 800-309-4001
    Email: einward.ris@kfintech.com
    Website: www.kfintech.com

    During financial year 2020-21, the Company has transferred unclaimed dividend of ₹ 53,33,572 and unclaimed debenture interest and debenture redemption amount of ₹ 1,24,29,851 to IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.

    The details of unclaimed amounts lying with the Company as on 31 March 2021 will be available on the website of the Company www.britannia.co.in.

34. Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all the shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund (IEPF).

    The shareholders who have not claimed / encashed the dividend in the last 7 consecutive years from FY 2013-14 are requested to claim the same to avoid transfer of shares to IEPF.

    In accordance with the aforesaid provisions, the Company has transferred 18,888 equity shares held by 55 shareholders as on 31 March 2013 whose dividends were remaining unclaimed for 7 consecutive years i.e., from FY 2012-13 to IEPF.

    Shareholders may note that the unclaimed dividend/ debenture interest amount/ debenture redemption amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF by making an online application in Form IEPF-5 (available on www.iepf.gov.in) along with the fee prescribed to the IEPF authority with a copy to the Company.

OTHERS:

35. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

36. 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 Agent for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.

37. 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.

38. 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 Registrar and Share Transfer Agent or the Company.

39. Pursuant to Section 72 of the Companies Act, 2013, 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 SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

40. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar and Transfer Agent, Kfin Technologies Private Limited, at the address mentioned below:

    Kfin Technologies Private Limited
    (Formerly known as Karvy Fintech Private Limited)
    Unit: Britannia Industries Limited
    Karvy Selenium Tower B, Plot 31-32,
    Gachibowli Financial District,
    Nanakramguda, Hyderabad – 500 032
    Toll free No.: 1- 800-309-4001
    E-mail Id: einward.ris@kfintech.com;
    Website: www.kfintech.com.

41. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is maintaining an E-mail Id: investorrelations@britindia.com exclusively for quick redressal of members/ investors grievances.

42. Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 1 April 2019. Members are requested to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates. Any shareholder who is desirous of dematerializing their securities may write to Mr. T. V. Thulsidass, Company Secretary at thulsidasstv@britindia.com or investorrelations@britindia.com or to the Registrar and Share Transfer Agent.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS, 2015")

Item No. 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Urjit Patel (DIN: 00175210) as an Additional and Independent Director of the Company with effect from 31 March 2021 pursuant to Section 149, 150, 152 and 161 of the Companies Act, 2013 read with the rules made thereunder and Article 94 of the Articles of Association of the Company. Dr. Urjit Patel holds office upto the date of AGM of the Company and is eligible to be appointed.

Notice in writing has been received from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for office of Director of the Company.

Dr. Urjit Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act. He is not debarred by SEBI or any other authority from holding office of Director.

The Company has also received declaration from Dr. Urjit Patel that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 (1)(b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Dr. Urjit Patel fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations, 2015.

In view of Dr. Urjit Patel's vast knowledge and experience, the Board recommends the appointment of Dr. Urjit Patel as an Independent Director for a period of five (5) consecutive years w.e.f. 31 March 2021 for approval by Members of the Company by Ordinary Resolution.

Copy of the draft letter for appointment of Dr. Urjit Patel as Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on any working day, upto and including the date of AGM of the Company.

Dr. Urjit Patel is not related to any Director of the Company.

Except Dr. Urjit Patel, none of the Directors and Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Details of Dr. Urjit Patel as required under Regulations 36(3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws are annexed to the Notice.

Item Nos. 4 and 5:

Pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013, Dr. Y.S.P Thorat and Dr. Ajay Shah were appointed as Independent Directors for a period of 5 years upto 12 February 2022 by the Members at the 98th AGM of the Company held on 7 August 2017.

As per Section 149(10) of the Act, an Independent Director can be re-appointed for another term of upto five (5) consecutive years by passing special resolution by the Company.

Based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and SEBI Listing Regulations, 2015, Dr. Y.S.P Thorat and Dr. Ajay Shah are eligible for re-appointment as Independent Directors of the Company.

Dr. Y.S.P Thorat and Dr. Ajay Shah are not disqualified from being reappointed as Directors in terms of Section 164 of the Act. They are not debarred by SEBI or any other authority from holding office of Director.

The Company has also received declaration from Dr. Y.S.P Thorat and Dr. Ajay Shah that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 (1)(b) of the SEBI Listing Regulations, 2015.

The Company has received notices under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Y.S.P Thorat and Dr. Ajay Shah as Independent Directors of the Company.

Copy of the draft letter for appointment of Dr. Y.S.P Thorat and Dr. Ajay Shah, Independent Directors setting out terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on any working day, upto and including the date of AGM of the Company.

Further, as per Regulation 17(1A) of Listing Regulations, 2015, approval of the Members is required by special resolution for appointing or continuing non-executive director who has attained the age of seventy-five years.

Dr. Y.S.P Thorat would attain the age of 75 years during his proposed term, hence the Board recommends the continuation of Directorship of Dr. Y.S.P Thorat as Independent Director for approval by Members of the Company by special resolution.

The Board considers that their continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Dr. Y.S.P Thorat and Dr. Ajay Shah as Independent Directors for another term of five (5) consecutive years with effect from 13 February 2022 upto 12 February 2027 for approval of the Members of the Company by way of Special Resolution.

Except Dr. Y.S.P Thorat and Dr. Ajay Shah, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 to 5 of the accompanying Notice of the AGM.

Dr. Y.S.P Thorat and Dr. Ajay Shah are not related to any Director of the Company.

Details of Dr. Y.S.P Thorat and Dr. Ajay Shah as required under Regulations 36(3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws are annexed to the Notice.

Item No. 6:

It has been noted that more and more companies especially in the FMCG sector are inclining towards implementing an equity linked cash incentive scheme as opposed to employee stock option scheme or any similar employee benefit schemes, which envisages actual transfer of equity shares. One of the most popular tools for providing equity linked cash incentives is phantom option plan ("POP"). Under POP a company pays an amount to a phantom option holder which is equivalent to the upside in the value of shares between the date of exercise of phantom options and date of grant without any dilution of share capital of the company. Unlike under an employee stock option ("ESOP"), there is no requirement to pay any price by the employee to receive benefit under a POP. However, under both the plans the benefit is derived from the underlying shares. The value of the shares should have increased in a manner that would enable the employees to exercise the stock options under ESOP or receive cash under a POP. Thus, the objective of incentivising the employees basis the growth in company and value of shares is achieved both under ESOP and POP. This also aligns the interest of the company's shareholders as well as ensuring that its employees are adequately compensated which is linked with the success and growth of the company. As POP settlement is in the form of cash, tax is levied on 'actual' benefit received by an employee – which can ultimately be met through the cash-payout received under the plan itself. Under an ESOP, tax is levied on a benefit arising in 'kind' which coupled with the payment of exercise price by the employee, leads to a significant cash outgo for the employee to ultimately receive the benefit. Moreover, any sale or transfer of shares is laden with capital gains tax consequences for the employees.

In the backdrop of the reasons enumerated above, the Company is of the opinion to terminate the existing Britannia Industries Limited Employee Stock Option Scheme ('BIL ESOS') and in its place introduce Britannia Industries Limited Phantom Option Scheme ("BIL POS 2021"). Under BIL POS 2021, participants (employees, directors of the Company and of its subsidiary / holding company), as selected by the Committee, will be granted phantom options at a Base Price determined by the Committee. The phantom options once vested (the vesting conditions will be determined by the Committee) will entitle the holder to receive cash amount equivalent to [No. of phantom options X (Market price on the date of exercise of phantom options – Base Price)] ("Appreciation Amount"). The exercise period within which the phantom options have to be exercised will also be determined by the Committee, which will not be more than 3 years from the date of vesting. Thus, BIL POS 2021 will essentially enable the participants to participate in the growth of BIL and receive cash without having to pay any exercise price or making arrangements for meeting withholding tax obligation (which is invariably in the case of BIL ESOS).

As on date, there are 3,00,000 options which are vested but not exercised and 2,83,334 options which are unvested in the option holder(s), totalling to 5,83,334 options, granted under BIL ESOS ("ESOS Options"). In order to completely terminate and migrate from BIL ESOS to BIL POS 2021, it is necessary that these ESOS Options are treated in an adequate way so as to be fair and reasonable to the holders of ESOS Options. Thus, it is being proposed to replace these ESOS Options ("Forfeited Options") with phantom options under BIL POS 2021 ("Replacement Phantom Options") on terms which are not less favourable than under BIL ESOS albeit with the consent of the holders of ESOS Options. To this effect, the holders of ESOS Options have consented and are agreeable to surrender their ESOS Options in lieu of Replacement Phantom Options.

Apart from usual terms and conditions of BIL POS 2021 that will be applicable to the Replacement Phantom Options, so far as vesting, Base Price and Exercise Period are concerned, the terms shall be as follows:

a) The Vesting Conditions applicable to the Forfeited Options will be applicable to Replacement Phantom Options;

b) The Vesting Conditions already fulfilled with respect to Forfeited Options will be deemed to have been fulfilled for Replacement Phantom Options. Further, the Replacement Phantom Options will be deemed to have been vested in case they are being replaced for Forfeited Options which have been vested under BIL ESOS;

c) The Base Price for Replacement Phantom Options will be the Exercise Price with respect to Forfeited Options;

d) The Exercise Period with respect to Forfeited Options will be applicable to Replacement Phantom Options.

The NRC and the Board have approved termination of BIL ESOS and its replacement with BIL POS 2021 in addition to replacement of Forfeited Options with Replacement Phantom Options under BIL POS 2021 on 30 July 2021. Approval of the Members is sought for implementation of the actions enumerated above and allied matters as set out in the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 of the accompanying Notice of the AGM, except to the extend of Options granted under the BIL ESOS.

The Board recommends the approval of the proposed resolution by way of Special Resolution.

Item No. 7

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires companies to obtain approval of the Members by passing of a special resolution, every year, for payment of remuneration to a Non-Executive Director exceeding 50% (fifty percent) of the total annual remuneration payable to all Non-Executive Directors.

Mr. Nusli N Wadia is the Promoter, Non-Executive Director and Chairman of the Company. He guides Managing Director and the Management on the Company's long-term goals and also engages with the Board for improving the effectiveness of the Board's functioning.

The proposed remuneration of the Chairman is after consideration of his contribution at the meetings of the Board of Directors and its Committees as well as time spent on operational matters other than at the meetings.

The proposed remuneration does not include the sitting fee and reimbursement of expenses paid for attending various meetings of the Company.

The Board of Directors on recommendation of the Nomination & Remuneration Committee, approved the remuneration of ₹ 79.48 million to the Chairman of the Company and further recommends the same for the approval of the Members.

Mr. Nusli N Wadia holds 4,500 shares in the Company.

Except Mr. Ness N Wadia and Mr. Jeh Wadia and their relatives, none of the other Directors, Key Managerial Personnel, of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution proposed in Item No. 7.

The Board recommends the approval of the proposed resolution by way of Special Resolution.

Item nos. 8 & 9:

The Board of Directors at their Meeting held on 30 July 2021, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. N Venkataraman as Additional Director of the Company w.e.f 30 July 2021.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 94 of the Articles of Association of the Company, Mr. N Venkataraman holds office upto the date of this Annual General Meeting of the Company. The Company has received consent and other statutory declarations from Mr. N Venkataraman for appointment as a Director. A notice in writing has been received from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Further, subject to the approval of the Members of the Company, the Board of Directors at their meeting held on 30 July 2021, based on recommendation of Nomination and Remuneration Committee, appointed Mr. N. Venkataraman as a Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company for a period of 5 years from 30 July 2021 to 29 July 2026.

Pursuant to the provisions of Sections 190, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, approval of the Members is sought for appointment of Mr. N. Venkataraman as a Whole-Time Director designated as Executive Director and Chief Financial Officer of the Company on such terms and conditions as given herein below:

Terms and conditions

The summary of the terms and conditions of the appointment of Mr. N. Venkataraman as a Whole-Time Director are as follows:

a. **Term**: For a period of five years with effect from 30 July 2021 upto 29 July 2026.

b. **Designation**: Executive Director and Chief Financial Officer.

c. **Remuneration**:

- Basic Salary of ₹ 35,29,100/- (Rupees Thirty Five Lakhs Twenty Nine Thousand One Hundred Only) per annum with such increments each year, as may be decided by the Nomination and Remuneration Committee ('Committee') and/or the Board of Directors, based on merit and taking into account the Company's performance for the year.

- Other perquisites, benefits and allowances as may be determined by the Board/Committee from time to time.
- Performance linked and long term incentives based on performance criteria laid down and as approved by the Board/Committee from time to time.
- Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the Rules of the Company.
- All other terms of his employment would be as approved by the Board/Committee from time to time.
- Mr. N Venkataraman will be entitled to leave in accordance with the rules of the Company. Privilege Leave earned but not availed by him would be encashable in accordance with the rules of the Company.
- Aggregate of the remuneration shall be within the maximum limits as provided under Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, SEBI Listing Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force and shall be subject to the approval of any statutory authorities, if applicable.
- Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Mr. N Venkataraman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above subject to compliance of Schedule V and all other applicable provisions of the Companies Act, 2013, if and to the extent necessary, with the approval of any statutory authorities, if applicable.
- The rules and policies of the Company which are applicable to other senior executives of the Company shall also apply to Mr. N Venkataraman.
- Mr. N Venkataraman shall not be paid any sitting fees for attending Meetings of the Board or of any Committee thereof.
- For the purpose of computing the ceilings, wherever applicable, perquisites would be valued as per the Income Tax Rules, 1962.

d. Other terms and conditions:

- Mr. N Venkataraman shall not, except in the proper course of his duties during the continuance of his employment with the Company or any time thereafter divulge or disclose to any persons whomsoever or make use whatsoever for his own purpose or for any purpose of any information or knowledge obtained by him during his employment as to the business and/or affairs of the Company and/or trade secrets or secret processes of the Company.
- The employment of Mr. N Venkataraman shall forthwith determine if he ceases to be a Director of the Company. He shall cease to be a Director if the Agreement is terminated and he ceases to be employed as Executive Director and CFO.
- If Mr. N Venkataraman is found to be guilty of any misconduct or any breach of the Agreement which in the opinion of the Board may render his retirement from the office of Executive Director and CFO, the Company may without notice determine the Agreement forthwith and he shall cease to be Executive Director and CFO of the Company upon such determination.
- Either party shall be entitled to terminate the Agreement by giving not less than six calendar months' prior notice in writing in that behalf to the Company, provided that the Company shall be entitled to terminate Mr. N Venkataraman's employment at any time by payment to him of six months' basic salary in lieu of such notice. Mr. N Venkataraman shall be entitled to take early retirement, at any time during the tenure, commencing w.e.f. 30 July 2021, by giving not less than six calendar months' prior notice in writing in that behalf to the Company.
- If Mr. N Venkataraman ceases to be Executive Director and CFO of the Company, he shall be deemed to have resigned from the office of Director as and from the date of such cessation.

The Board will have the authority to vary/modify/amend any of the aforesaid terms and conditions provided such variation/ modification/amendment is in conformity with the applicable provisions of the Act, as amended from time to time. This may be treated as an abstract of the terms of the Agreement between the Company and Mr. N Venkataraman, when executed, pursuant to Section 190 of the Act

The draft Agreement to be entered into by the Company with Mr. N Venkataraman is available for inspection by the Members at the Registered Office of the Company on any working day during business hours (upto the date of the Annual General Meeting).

Keeping in view of Mr. Venkataraman's expertise and knowledge, the Board considers that his appointment as a Whole-Time Director would be of immense benefit to the Company. Accordingly, the Board recommends the appointment of Mr. N. Venkataraman as Whole –Time Director designated as Executive Director and Chief Financial Officer for approval of the Members as an Ordinary Resolution.

Except Mr. N. Venkataraman and his relatives, none of the directors or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Details as required under Regulations 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of applicable laws are annexed to the Notice.

PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

(Pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards)

Dr. Urjit Patel

Dr. Urjit Patel (DIN: 00175210), aged 57 years is an Independent Director of the Company.

He served as Governor of the Reserve Bank of India. Before that, he was Deputy Governor in charge of monetary policy. Dr. Patel is Chairman of the Governing Body of the National Institute of Public Finance and Policy. He serves on the Investment Advisory Committee of the Army Group Insurance. Prior to public service he worked in the private sector for about fifteen years.

Dr. Patel started his professional career at the International Monetary Fund. He has also been a Consultant to Ministry of Finance. He was a Nonresident Senior Fellow at The Brookings Institution, Washington, D.C. Mr. Patel has served on numerous official task forces and high-level committees.

He was conferred a Ph. D. in economics from Yale University in 1990.

Other details with respect to his appointment is given below:

Date of appointment	31-03-2021
Terms and conditions	Appointment of Dr. Urjit Patel as an Independent Director for a term of five (5) consecutive years from 31 March 2021 upto 30 March 2026
Details of remuneration last drawn (in ₹)	NA
Details of remuneration Proposed	As a Non-Executive Independent Director, Dr. Urjit Patel is entitled to commission in addition to sitting fees for attending the meetings.
Shareholding in the Company as on the date of this report	Nil
Relationship with other directors, Manager & KMP	Dr. Urjit Patel is not related to any Director, Manager and KMP of the Company.
Directorships of other Boards as on date of this Notice	- Great Eastern Shipping Company Limited - John Cockerill India Limited
Memberships/ Chairmanship of Committees of other Boards as on date of this Notice	Nil
No. of Board Meetings attended during FY 2020-21	NA

Dr. Y.S.P Thorat

Dr. Y.S.P Thorat (DIN: 00135258), aged 73, is an Independent Director of the Company. Dr. Thorat holds a distinction in Law, a doctorate in Economics and D.Lit.

Dr. Thorat who retired as Chairman, NABARD in November 2007, was till recently Executive Chairman of the Dry land Farming Commission and Chairman of the Agriculture Universities Recruitment Board, Government of Maharashtra. Earlier Dr. Thorat was associated with the Planning Commission, Government of India for the 10th and 11th Five Year Plans.

He was Chief Executive of the Rajiv Gandhi Trust and Foundation, New Delhi and served on the Board of the National Institute of Bank Management, Pune. On the academic side he was Chairman of the Indian Society of Agriculture Economics and Member, Senate and Academic Council of the Shivaji University, Kolhapur.

Dr. Thorat is a University ranker having received the prestigious Gopal Krishna Gokhale Award for being adjudged the best student of Political Science amongst all universities in Maharashtra. Additionally, he holds a distinction in Law, a doctorate in Economics and D.Lit.

Dr. Thorat started his career in the Reserve Bank of India (RBI) in 1972 and was appointed as its Executive Director in 2003. His main contribution has been in the field of policy support for agriculture finance, urban cooperative banks, cooperative policy and credit. In 2004, he was appointed by GOI as Managing Director and then Chairman of National Bank for Agriculture and Rural Development (NABARD).

Dr. Y.S.P Thorat is also on the Board and Committees of the Board of several other leading companies.

Other details with respect to his re-appointment is given below:

Date of first appointment	13-02-2017
Terms and conditions	Appointment of Dr. Y.S.P Thorat as a Non-Executive Independent Director for a second term of five (5) consecutive years effective from 13 February 2022 upto 12 February 2027
Details of remuneration last drawn (in ₹)	Last drawn remuneration is given in the Corporate Governance Report
Details of remuneration Proposed	As a Non-Executive Independent Director, Dr. Y.S.P Thorat is entitled to commission in addition to sitting fees for attending the meetings.
Shareholding in the Company as on the date of this report	113 equity shares
Relationship with other directors, Manager & KMP	Dr. Thorat is not related to any Director, Manager and KMP of the Company.
Directorships of other Boards as on date of this Notice	- The Bombay Burmah Trading Corporation Limited - Go Airlines (India) Limited
Memberships/ Chairmanship of Committees of other Boards as on date of this Notice	**Bombay Burmah Trading Corporation Ltd.** - Audit Committee - Nomination & Remuneration Committee - Risk Management Committee **Go Airlines (India) Ltd.** - Audit Committee - Corporate Social Responsibility Committee
No. of Board Meetings attended during FY 2020-21	8 out of 8 board meetings held in FY 2020-21

Dr. Ajay Shah

Dr. Ajay Shah, aged 55 years, studied at IIT, Bombay and USC, Los Angeles. He has held positions at Centre for Monitoring Indian Economy (CMIE), Indira Gandhi Institute for Development Research (IGIDR), Department of Economic Affairs at the Ministry of Finance and National Institute for Public Finance and Policy (NIPFP). He is now part of xKDR Forum and Jindal Global University. His research is at the intersection of economics, law and public administration. His second book, co-authored with Vijay Kelkar, "In service of the republic: The art and science of economic policy", featured in Bloomberg's global "2020 Best Books on Business and Leadership". His work can be accessed on his home page (http://www.mayin.org/ajayshah).

Date of first appointment	13-02-2017
Terms and conditions	Appointment of Dr. Ajay Shah as a Non-Executive Independent Director for a second term of five (5) consecutive years effective from 13 February 2022 upto 12 February 2027
Details of remuneration last drawn (in ₹)	Last drawn remuneration is given in the Corporate Governance Report.
Details of remuneration Proposed	As a Non-Executive Independent Director, Dr. Ajay Shah is entitled to commission in addition to sitting fees for attending the meetings.
Shareholding in the Company as on the date of this report	Nil
Relationship with other directors, Manager & KMP	Dr. Ajay Shah is not related to any Director, Manager and KMP of the Company.

Directorships of other Boards as on date of this Notice	- Centre for Monitoring Indian Economy Private Limited - National Bulk Handling Corporation Private Limited - XKDR FORUM - Punjab Innovation Mission
Memberships/ Chairmanship of Committees of other Boards as on date of this Notice	**National Bulk Handling Corporation Private Limited** - Audit Committee - CSR Committee and ESOP Committee
No. of Board Meetings attended during FY 2020-21	8 out of 8 board meetings held in FY 2020-21

Mr. N. Venkataraman

Mr. N. Venkataraman (DIN: 05220857), aged 56 years is a Commerce Graduate and a qualified Cost Accountant. He has over 35 years of rich experience and has been associated with Britannia Industries Limited since April, 2007. Prior to this, he was heading the Finance functions of two wheeler and commercial vehicle businesses of Eicher Motors Limited. Mr. N. Venkataraman heads Finance, Business Commercial, IT, Legal, Secretarial and Business Strategy functions in Britannia and is also responsible for the Cost efficiency and IT Transformation initiatives of the Company.

Other details with respect to his appointment is given below:

Date of appointment	30-07-2021
Terms and conditions	Appointment of Mr. N. Venkataraman as an Executive Director and Chief Financial Officer of the Company for a period of five (5) years effective from 30 July 2021 upto 29 July 2026
Details of remuneration last drawn (in ₹)	Mr. N Venkataraman received remuneration of ₹ 2,69,46,761/- for FY 2020-21 as Chief Financial Officer of the Company.
Details of remuneration Proposed	The details of the remuneration proposed to Mr. N Venkataraman as an Executive Director and Chief Financial Officer are given in the explanatory statement of the Notice.
Shareholding in the Company as on the date of this report	Nil
Relationship with other directors, Manager & KMP	Mr. N. Venkataraman is not related to any Director, Manager and KMP of the Company.
Directorships of other Boards as on date of this Notice	- Britannia Dairy Private Limited - J B Mangharam Foods Private Limited - International Bakery Products Limited - Gilt Edge Finance and Investments Private Limited - Boribunder Finance and Investments Private Limited - Ganges Vally Foods Private Limited - Flora Investments Company Private Limited - Manna Foods Private Limited - Sunrise Biscuit Company Private Limited - Britannia Nepal Private Limited - Britannia Bangladesh Private Limited - Britannia and Associates (Mauritius) Private Limited
Memberships/ Chairmanship of Committees of other Boards as on date of this Notice	**Nil**
No. of Board Meetings attended during FY 2020-21	NA