



13th July, 2019

The Secretary
BSE Limited
Phiroze Jeejeebhoy
Towers, Dalal Street
Fort, Mumbai - 400 023

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 2018-19 and Notice convening the 100th Annual General Meeting

Ref : Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report for the financial year ended 31st March, 2019, along with the Notice convening the 100th Annual General Meeting of the Company scheduled to be held on Friday, 9th August, 2019 at 11:00 A.M. at Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata - 700 098.

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

Yours faithfully,
For Britannia Industries Limited

Thulsidass T V
Company Secretary
Membership No.: A20927

Encl: as above



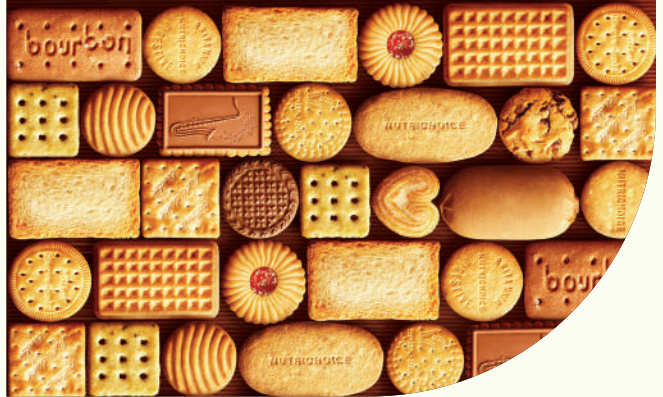
ANNUAL REPORT

2019



**NOW LET'S RESET
TO BE A TOTAL
FOODS COMPANY.**

**YEARS OF SUCCESS
IN BAKERY.**





IT'S THE TURN OF THE CENTURY.

After 100 delightful years of success in the bakery industry, we are charging ahead with the goal to become leaders in the overall foods market.

2018-19 has been a landmark year as we introduced new categories in our portfolio - croissants, wafers, salted snacks and dairy drinks.

As our partners, you made every day count in the last 100 years, giving us the confidence that we can count on you. We have started the new century with a renewed hunger to achieve greatness. Step by step, we will gain momentum and grow together until we are above the rest, standing tall - giants in the overall foods markets. So while we've had a great 100 years, you can certainly look forward to the next, because the best is yet to come.



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100 Years' Celebrations

Organised 27 events celebrating 100 years with all those who made it possible - Employees including Ex-Employees, Distributors, Supply Chain Partners, Shareholders and the Investor Community.



Britannia, Exciting Goodness

EXCITEMENT

BRITANNIA™
Good Day™

BRITANNIA™
BREADS

FAMILIES

BRITANNIA™
50/50™
SWEET & SALTY

BRITANNIA™
marie GOLD

BRITANNIA™
ToaStea™

HOMEMAKERS

BRITANNIA™
CAKE

BRITANNIA™
Milk Bikis™

BRITANNIA™
TIGER™

MOM AND CHILD

BRITANNIA™
Treat™

BRITANNIA™
LITTLE HEARTS™
CLASSIC

TWEENS

BRITANNIA™
PURE MAGIC™

BRITANNIA™
nutri CHOICE™
essentials

ADULTS

BRITANNIA™
bourbon™

BRITANNIA™
TIMEPASS™

YOUTH

GOODNESS

TU
SAU

100
YEARS
BRITANNIA

SAAL
JIYEGA

BRITANNIA[®]

100
YEARS
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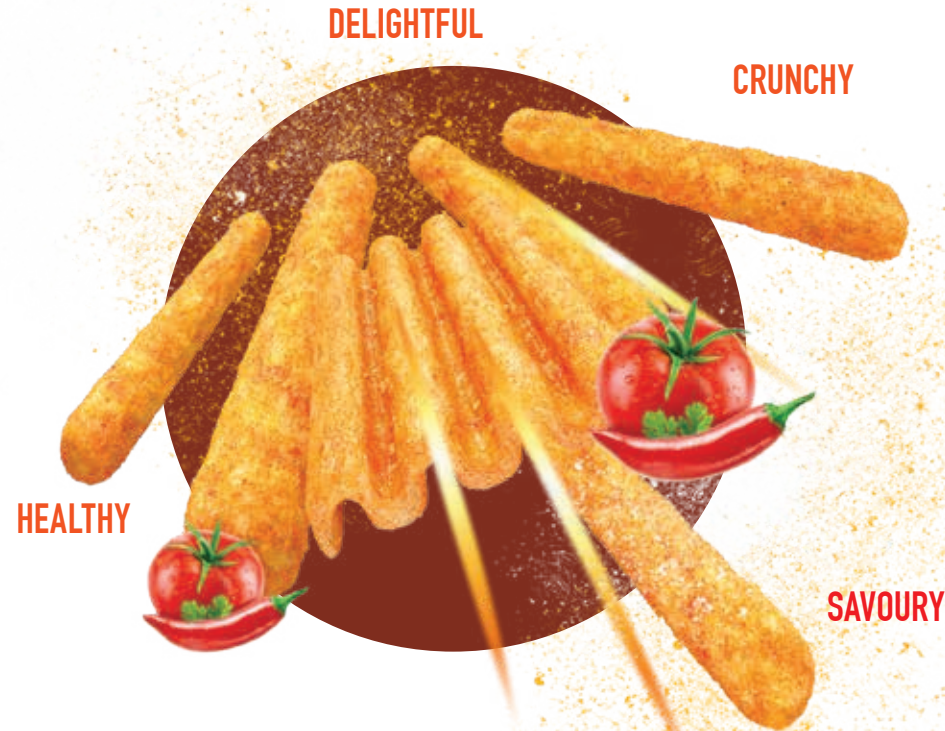
100
YEARS
BRITANNIA

New Category Entry, the Quest for New Horizons....

1. Snacks

Snacks is a ₹25,000 Crores category growing at 20% p.a.

Launched 5 exciting formats of Salted Snacks in select geographies.



2. Milk Shakes

Milk Based Drinks is a ₹2,800 Crores category growing at 27% p.a.

Launched 4 variants of Thick Shakes and planning more.



3. Croissants

Croissant, as a category, holds promise of exponential growth given its taste, appeal, convenience and affordability.

Launched 2 variants of Croissants under Treat brand.



4. Cream Wafers

Wafers come in various forms and diverse formulations.

Launched 4 variants of Wafers under Treat brand.



Range Expansion through New Products

Cakes

THEN NOW



Bar and Chunk Cakes



Bar and Chunk Cakes, Muffills, Swiss Roll, Layerz and Brownie



Premium Cookies



THEN NOW



Butter, Cashew and Nuts



Butter, Cashew, Nuts, Chocochip, Choco Chunks, Mixed Fruit and Jeera

Premium Creams



THEN NOW



Bourbon and Treat



Bourbon, Treat, Chocolush, Deuce, Burst and Stars

We are Honoured...

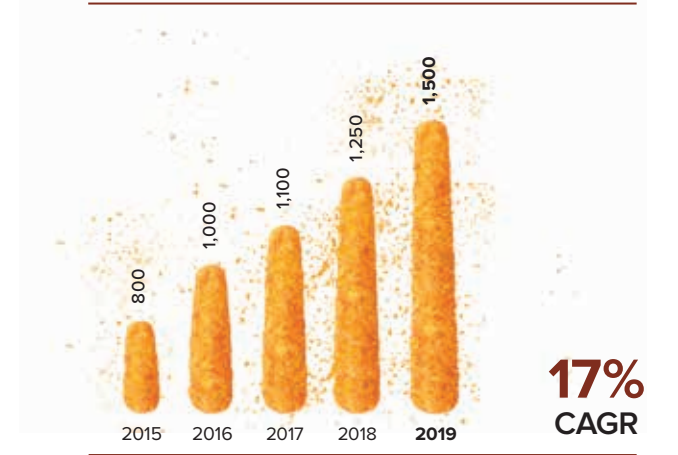


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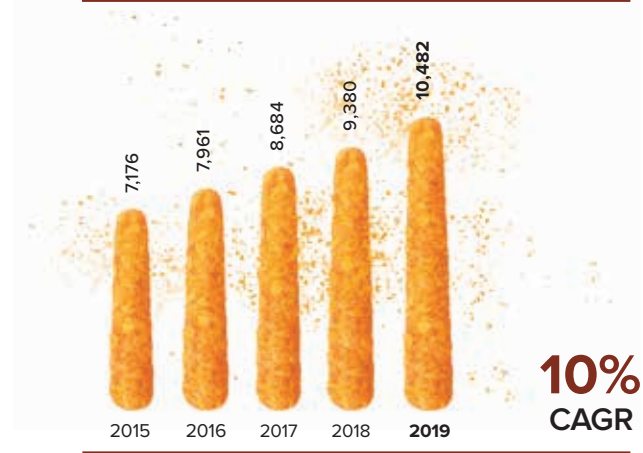


Performance over the Years

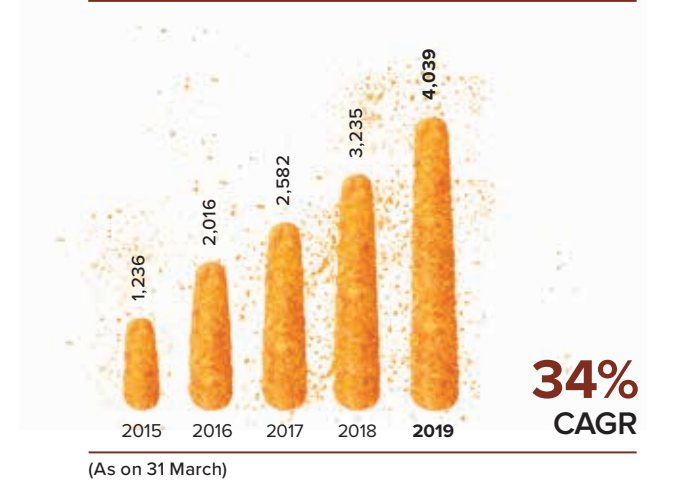
Dividend (%)



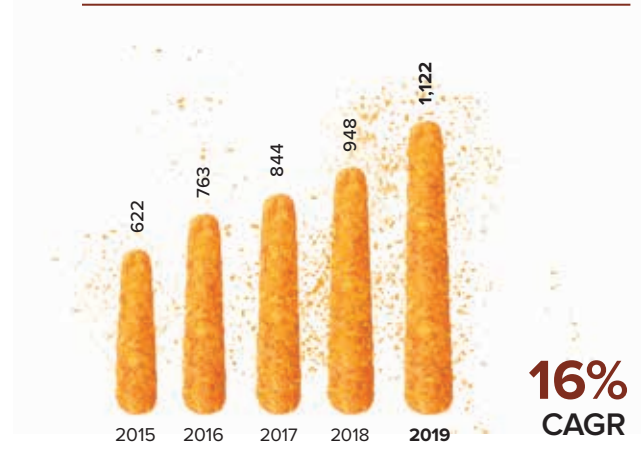
Revenue from Operations (₹ in Crores)



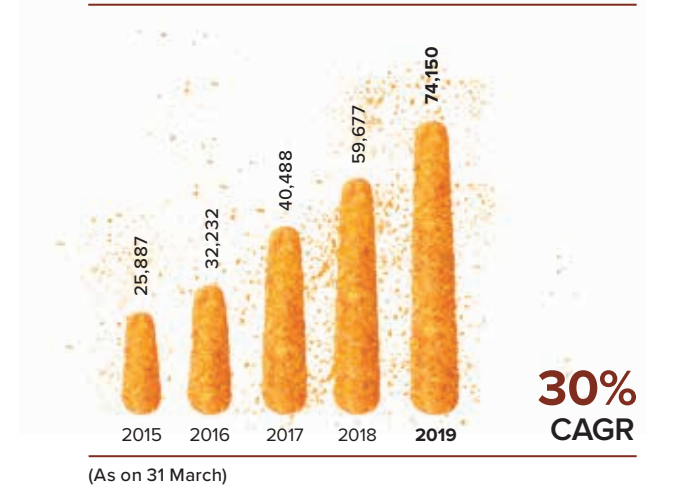
Shareholders' Funds (₹ in Crores)



Net Profit (₹ in Crores)



Market Capitalisation (₹ in Crores)



Note: All figures are given on standalone basis.

Ranjangaon, The Mega Food Park

Food Park to manufacture:

- Biscuits
- Cakes
- Croissants
- Salted Snacks
- Dairy Products



Biscuit Lines



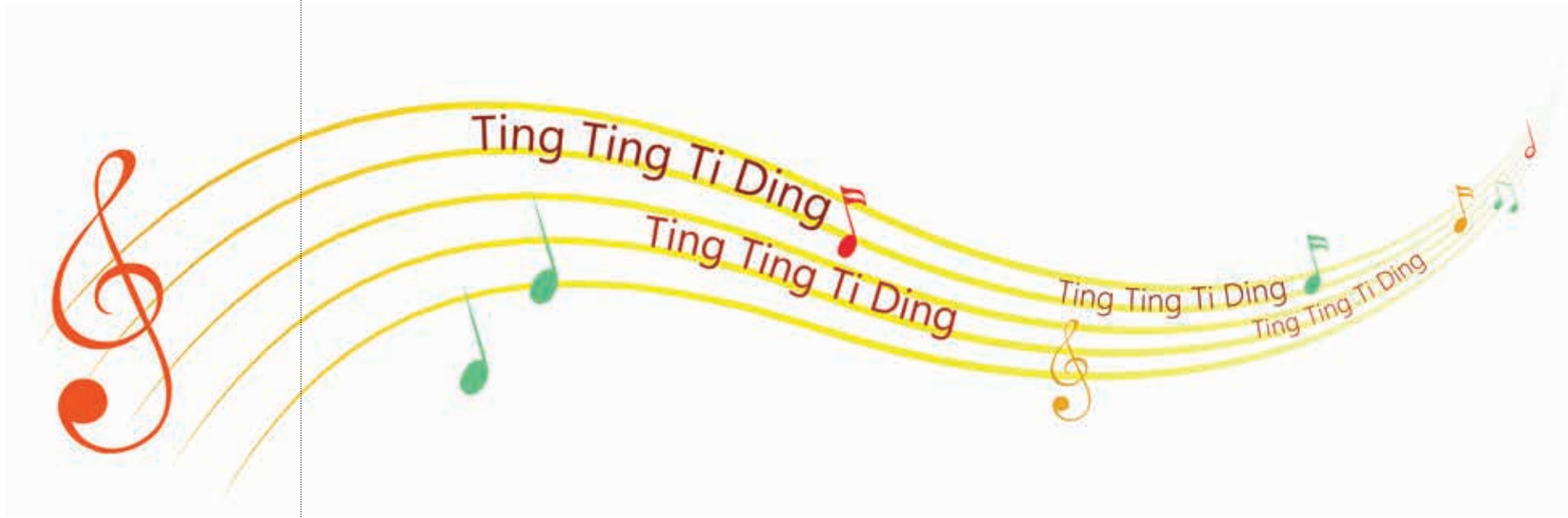
Croissant Line



Speciality Cake Line

Make Ti)ngs Happen

We launched the Employee Value Proposition (EVP) to **Excite Goodness** in **Britannians**.



The four EVP pillars

INVITi)NG

Come home to Britannia



- Friendly, accessible and open
- Warm professionalism
- Britannia friends forever
- Self-management and discipline
- Ownership mindset

IGNITI)NG

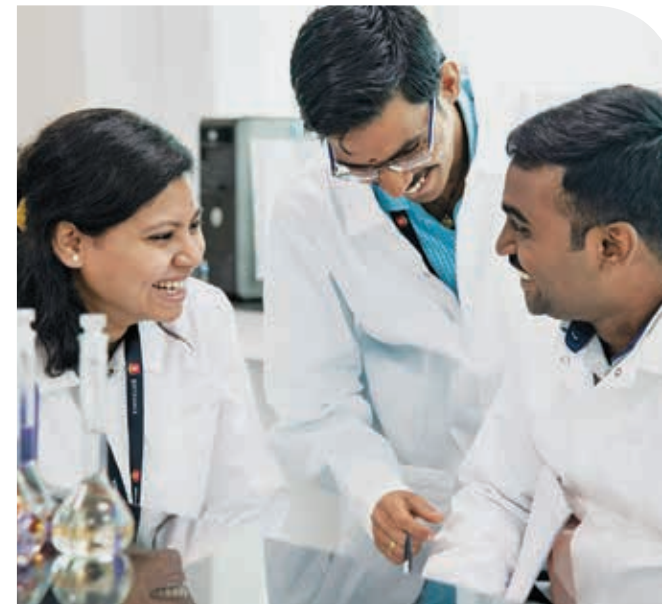
Fuel the hunger



- Self-starting zeal
- Go-getter attitude
- Innovative mindset
- Agility and resourcefulness
- Undying Britannia spirit

CREATI)NG

Build enriching careers



- Early responsibility
- Breadth of exposure
- Learning by doing
- Freedom to experiment
- Britannia for Britannians

RESPECTi)NG

Do the right 'ting'



- Consciousness towards the environment and community
- Personal and organisational ethics
- Supporting sustainability and nutrition
- Business process orientation
- Integrity to do the right thing

Corporate Social Responsibility

NOWROSJEE WADIA MATERNITY HOSPITAL (NWMH)

Established in 1926, NWMH specialises in offering affordable obstetric and gynaecological services to women across all sections of society. NWMH is recognised for its tertiary care involving complicated pregnancies and state-of-the-art IVF ART Centre, the first in India to achieve QAI accreditation for IVF services, alongside operating the Human Milk Bank catering to newborns and infants.



BAI JERBAI WADIA HOSPITAL FOR CHILDREN (BJWHC)

Established in 1928, it has one of the largest Neonatal Intensive Care Unit (NICU) in the world. BJWHC provides preventive healthcare to women and children in rural, semi-urban and urban communities.

2018-19 Highlights

Received, The Best Medical Practice Award for Children by European Medical Association in Dubai.



On the occasion of the 5th birthday of the conjoined twins – Riddhi and Siddhi, BJWHC added 20 new ventilators.



Launched the Centre for Empowerment of Children with Disabilities.



Successfully performed a complex surgery to repair and restore the hand of an 8-year old boy.



On World's Children's day, BJWHC turned blue as part of UNICEF's global GoBlue campaign to raise awareness about the rights and needs of children.



Little Hearts Marathon, 2019 in Mumbai where 27,000 kids participated.



BRITANNIA NUTRITION FOUNDATION (BNF)

Britannia Nutrition Foundation (BNF) was set up in 2009 to help secure every child's right to nutrition and growth.



Community development and nutrition programmes

These programmes were undertaken in the communities around 9 factory locations in 6 states - Tamil Nadu, Gujarat, Madhya Pradesh, Odisha, Bihar and Uttarakhand.

Coverage
18,432 Children, adolescents and women
284 Anganwadi centres
29 Government schools



Programmes to address iron deficiency anaemia

In Rajasthan, BNF implemented Suposhan programme in partnership with NHCT to address iron deficiency anaemia.

Coverage
49 Government schools
13,000 Adolescents

BNF also works closely with the Women and Child Development and Health and Family Welfare Department of Uttara Kannada district, Karnataka.

Coverage
2,687 Anganwadi centres
38,500 Children



Building self-sustainable models of health and nutrition

Two projects were implemented in tribal and rural villages in Chhindwara district in Madhya Pradesh and in Deoghar district in Jharkhand to address malnutrition.

Coverage
3,800 Children, adolescents and women
46 Tribal villages.

Corporate Information

Chairman

Mr. Nusli N Wadia

Managing Director

Mr. Varun Berry

Directors

Mr. A.K. Hirjee

Mr. Avijit Deb

Mr. Nimesh N Kampani

Mr. Jeh N Wadia

Mr. Keki Dadiset

Dr. Ajai Puri

Mr. Ness N Wadia

Mrs. Ranjana Kumar

Dr. Ajay Shah

Dr. Y.S.P. Thorat

Mr. Keki Elavia

Mrs. Tanya Arvind Dubash
(w.e.f. 7 February 2019)

Auditors

B S R & Co. LLP
Chartered Accountants
Maruthi Info-Tech Centre,
11-12/1, Inner Ring Road, Koramangala,
Bengaluru - 560 071.

Bankers

Bank of America N. A.

Citibank N.A.

HDFC Bank Limited

ICICI Bank Limited

Indian Bank

MUFG Bank Limited

Standard Chartered Bank

State Bank of India

The Hongkong and Shanghai
Banking Corporation Limited

Management Team

Mr. N Venkataraman
Chief Financial Officer

Mr. Vinay Singh Kushwaha
Vice President – Supply Chain

Mr. Manjunath Desai
Vice President - Consumer Insight, Media & Competitive
Intelligence

Mr. Jayant Kapre
Vice President – Bread, Cake, Rusk and Adjacency Business

Mr. Sudhir Nema
Vice President – R & D and Quality

Mr. Gunjan Shah
Vice President - Sales and Head of Dairy Business

Mr. Ali Harris Shere
Vice President - Marketing

Mr. Ritesh Rana
Vice President – Human Resource

Mr. Annu Gupta
Vice President – International Business

Mr. Manoj Balgi
Vice President – Procurement

Company Secretary

Mr. T.V. Thulsidass
(w.e.f. 15 October 2018)

DIRECTORS' REPORT

Your Directors present their Report together with the Audited Financial Statements for the year ended 31 March 2019.

I. FINANCIAL PERFORMANCE

a. Standalone Financial Results

Particulars	₹ in Crores	
	Year ended 31 March 2019	Year ended 31 March 2018
Sale of goods	10,389.49	9,282.04
Profit before tax	1,716.11	1,445.20
Profit after tax	1,122.20	947.89
Profit available for appropriation	3,163.18	2,515.05
Proposed dividend (including tax thereon)	434.57	361.85

b. Overview of Company Performance

Your Company reported consolidated revenue growth of 10.8% for FY 2018-19. This was made possible through heightened innovations, expansion in distribution and cost efficiency programs.

During the year, your Company celebrated its 100th year and refreshed its identity with the launch of the new Britannia logo signifying “Excitement and Goodness”. Massive multi media campaigns viz., T.V, radio engagements, social media, digital campaigns, outdoor advertising, sponsorships and newspaper publications were conducted to bring alive the Britannia identity and celebrate 100 years.

As it enters the next century, your Company has outlined a vision of becoming a “Global Total Foods Company” and has:

- Entered new categories – Salted Snacks, Croissants, Cream Wafers and Flavoured Milkshakes.
- Launched new-to-market innovations under the Biscuits, Cake, Rusk and Dairy categories.
- Built technologically superior factories at Integrated Food Park, Ranjangaon, Maharashtra, Guwahati and Special Economic Zone (SEZ), Mundra.
- Expanded its footprint in International Business by setting up a greenfield plant at Nepal.
- Increased its direct reach and rural distribution.

c. Consolidated Financial Performance

Consolidated Financial Statements prepared in accordance with Section 133 of the Companies Act, 2013 read with 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 2019 is ₹ 10,973.46 Crores vis-à-vis ₹ 9,905.63 Crores in the previous year, registering a growth of 10.8%. Consolidated Net Profit attributable to owners of the Company for the financial year ended 31 March 2019 is ₹ 1,159.12 Crores vis-à-vis ₹ 1,004.23 Crores in the previous year, registering a growth of 15.4%.

d. Subsidiaries, Associates and Joint Ventures

A report on the financial performance of each of the Subsidiaries and Associates 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, voluntary winding up of Daily Bread Gourmet Foods (India) Private Limited was initiated considering the unviability of the business in spite of the best efforts taken by the Company to revive the same.

e. Dividend

Your Directors are pleased to recommend a dividend of 1500% which amounts to ₹ 15 per share (face value ₹ 1 per share) for consideration and approval by the Members at the ensuing Annual General Meeting. The total dividend payout including dividend distribution tax amounts to ₹ 434.57 Crores.

f. Reserves

Your Company has transferred an amount of ₹ 112.22 Crores to the General Reserve for the financial year ended 31 March 2019.

g. Share Capital

During the year under review, your Company has allotted 99,999 equity shares of ₹ 2 each upon exercise of options under Britannia Industries Limited Employee Stock Option Scheme. Consequently, the paid up equity share capital of your Company has increased by ₹ 1,99,998 during the year.

II. OPERATIONAL PERFORMANCE

a. The Britannia Promise to Spread Delight

The Britannia Promise to delight consumers has been the driving force behind its success over 100 years. The commitment to provide fresh, exciting, tasty and innovative products of the highest quality continues to be at the core of your Company's beliefs. The special relationship that consumers enjoy with each of your Company's products is testimony to the care and thought with which they are made.

The initiatives being taken towards introducing new products, establishing state-of-the-art R&D and manufacturing facilities and increasing outreach to new markets through the strategic expansion plan based on the principle of 'one new market a year' are enabling your Company to deliver on its promise of being a "Global Total Foods Company".

b. Supply Chain & Operations

Your Company continued to focus on improving competitiveness in its operations through various Cost Efficiency and Operational Excellence Programs across the value chain. During the year, various non-value added activities have been eliminated through value stream mapping exercise across major manufacturing units, thereby resulting in significant productivity improvements.

Your Company has successfully commissioned Biscuits and Cake lines at the Integrated Food Park, Ranjangaon, Maharashtra and Salted Snacks line at Bidadi factory, Karnataka. This enabled your Company to launch Croissants, Swiss Roll, Layer Cakes, Cream Wafers and Salted Snacks during the year.

As part of your Company's strategy of expanding International Business, a Greenfield Plant has been set up in Nepal which got operationalized in April 2019. Production has also been scaled up at your Company's factory in the Special Economic Zone (SEZ), Mundra to meet export requirements.

c. Environment, Health and Safety

Environment, Health and Safety are among the core values of your Company. In order to promote zero accident culture, your Company conducted various training & awareness programs and installed line/area monitors at its factories.

Employees are encouraged to report all near miss incidents so that preventive actions can be taken to avoid any mishap.

A structured program of reviewing risk assessment at machine levels and EHS steering committee are in place to review the overall strategy, risks and the status of actions implemented across all factories. All Company owned manufacturing units, other than the units just commercialized, have been certified for compliance to OHSAS 18001 system requirements.

Your Company has constituted a Central Medical Council, led by Occupational Health experts, which advises site based medical and paramedical staff to proactively manage health and wellness of all the employees. The medical council helps to build capability of factories on industrial health and hygiene in line with compliance requirements.

d. Quality Programs

Your Company continued its efforts at improving quality of its products to ensure delivery of superior, safe and compliant products to its consumers.

You would be happy to know that 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.

Your Company has received American Institute of Baking (AIB) Certification for 6 of its manufacturing units through its consistent efforts towards compliance with Global Food Safety Standards.

Your Company's "Consumer Care Cell" is compliant to the 'Global standards on customer satisfaction & Guidelines on complaint handling' and sustained the ISO 10002 certification during the year.

You will be delighted to know that your Company was recognised as "Food Company of the Year 2018" in the India Food Safety Excellence Awards 2018 organized by SYNEX this year.

e. Research and Development (R&D)

Your Company is leveraging its R&D capabilities towards becoming a "Global Total Foods Company". The investments in R&D have begun to yield results with the launch of twenty four (24) exciting new

products during the year under review. Some of the products developed are new-to-market innovations which have enabled your Company's entry into new adjacent categories whereas others are re-engineered or refreshed versions of existing products.

Your Company identified Salted Snacks as a category with significant potential and the R&D team worked to develop and deliver delightful baked "Time Pass Groovy Chips" in 3 variants - Minty Pudina, Pickled Mango and Spicy Tomato and "Time Pass Funsticks" in 2 variants - Tomato Twist and Masala Munch.

Your Company launched centre filled Croissants under the 'Treat' brand in 2 variants - Vanilla and Cocoa.

Wafer is another growing category in India and the R&D team developed organoleptically superior "Treat Crème Wafers" in Choco, Vanilla, Orange and Strawberry variants.

Your Company entered the Milkshakes category during the year and has launched 4 variants of healthy and tasty "Winkin Cow Thick Shakes" in convenient UHT pack format.

You will be delighted to know that your R&D team developed a unique crispy open sandwich biscuit combining smooth cream and rich chocolate experience, which has been launched as "Treat Stars" in 2 variants - Crème & White Choco Duo and Crème & Milk Choco Duo. Your Company has also launched a new product "Treat Burst" to deliver premium chocolate experience to its consumers.

The year also witnessed development and launch of exciting new products in the Cake category - "Cake Roll Yo" in 2 variants - Strawberry and Choco; "Layerz Choco"; "Muffills Double Choco" and "Fudge it" - a first-of-its-kind Choco brownie product.

Your Company re-launched "Pure Magic Chocolush" & "Chunkies Triple Choco Chips" and also launched Wonderfulls Butter Jeera and Mixed Fruit.

Your Company's continued focus on delivery of healthier, nutritious and delightful products to consumers led to the launch of "Nutrichoice Digestive Oats and Chocolate" combining the goodness of Oats with the indulgence of Chocolate; "Vita Marie Gold Whole Wheat" made with whole wheat flour (Atta) and "Milk Bikis Yummy Choco Smileys" made with crunchy chocolate biscuits sandwiched with milk crème.

Your Company also developed and launched "Toastea - Multigrain", a first-of-its-kind double baked rusk made using Wheat, Ragi and Oats.

As part of its continuing efforts to 'Make a Difference' to the community, your Company invested significantly in research and development 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 has developed a tasty and affordable Iron & Folic Acid fortified biscuit delivering 50-75% RDA of these nutrients to the women.

Your Company aims to recycle and reduce usage of plastic in its portfolio. The R&D Team has been continuously working to develop laminates with better functional property and reduced usage of plastic. Your Company has successfully completed pilot Extended Producers' Responsibility (EPR) initiatives in Delhi NCR and Maharashtra for multilayer packaging waste collection and energy recovery in association with IPCA (Indian Pollution Control Association) and NEPRA (Neha Pranali).

You will be glad to know that your Company's R&D Chemical, Biological and Mechanical testing laboratories are accredited by the "National Accreditation Board for Testing and Calibration Laboratories (NABL)" in accordance with ISO/IEC 17025:2005.

f. 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.

g. Brands

As your Company stepped into a new century of exciting opportunities, creative marketing strategies and interventions were undertaken to bring alive its new identity and strengthen its relationship with consumers.

A brand new Britannia, reaffirming “Excitement and Goodness”

As part of its centenary celebrations, Britannia unveiled a brand new logo after 20 years. The logo exemplifies ‘Excitement and Goodness’ and showcases Britannia’s determination to be at the forefront of various categories of food consumed by diverse demographics, both in India and globally. The emphasis on Excitement and Goodness, two attributes closely identified with Britannia in consumer research findings and strongly associated with and forming part of the core reasons behind the consumption of food, marks a refreshing new phase for the Britannia brand. The logo also reflects Britannia’s ability to thrive in the age of the newness seeking millennial consumers.

The new brand identity aims to elevate the brand for the future through a design that is simple and elegant, yet uniquely representing everything Britannia aims to be – a Company that is exciting, offers goodness and meets consumers where they are.

Defining brands & creating a cohesive portfolio

Your Company undertook a groundup exercise to sharpen and tighten the ‘brand lighthouse’ for each of its brands with the objective of owning a well-defined purpose in the consumers’ lives that would enable meaningful conversations beyond mere product functionality.

Some of the significant purposes crafted for our power brands were ‘Good Day’ which inspired moments of everyday optimism; ‘Bourbon’ which emphasized real friendship moments amongst youth; Treat was about inspiring tweens to have “fun-in-the-middle” of the mundane; Nutrichoice made people believe that the choices they make, make them the people they are; Marie Gold’s purpose is to fuel the realization that in every home maker there is an athlete and 50-50 has encouraged home makers to break away from the shackles of sweetness.

In the process, your Company’s ability to address different consumers through different flagship brands has been strengthened, thereby enabling the mother brand Britannia to come alive across the entire spectrum of consumers.

Creating large scale experiential activations centred on brand purpose

In the Centenary year, Britannia’s 2nd largest brand, Marie Gold launched a first ever, nationwide initiative

to fund Women’s Entrepreneurship. The Britannia Marie Gold My Start Up initiative was undertaken to address some of the barriers faced by women and nudge homemakers across the country to take the first step towards their entrepreneurial journey. The advocacy campaign run in the 4th quarter, rewarded ten homemakers with ₹ 10 lakhs to start their businesses. The brand further commissioned a first-of-its-kind Survey - the Britannia Marie Gold Indian Women Entrepreneurship Report 2018, a customized study conducted by Nielsen for Britannia, among 1270 women across 8 cities. The report revealed the biggest barriers that hold homemakers back from pursuing their dreams of starting their own ventures and received wide coverage across national media.

Thanking India’s consumers, the “Sau Saal Jiye” campaign to commemorate 100 years

100 years is a glorious milestone, one that Britannia has reached because of the trust, love and blessings of its consumers. The campaign was Britannia’s ‘Thank You’ to India derived from an idiom which is a part of every Indian language, the instinctive reaction of - ‘*Tu Sau Saal Jiyega*’ (You are going to live to a 100 years!) when someone/something thought of, arrives. The TV Campaign was about how Britannia has turned 100 only because it has always been there for its consumers, whenever needed most. It was one of the biggest campaigns undertaken by your Company spread across TV, Print, Outdoor and Digital and touching a large part of the country’s population.

Building stronger brands and product portfolios through powerful re-launches - Bourbon, 50-50, Nicetime, Chocolush and Good Day Chunkies

The re-launch of your Company’s products have helped strengthen some of the core brands through product organoleptic superiority, visual product differentiation and unique identity. The brand propositions of all the power brands were elevated to give the brands a purpose and personality through these re-launches.

Innovation Leadership: Britannia has re-enforced its thought & market leadership through multiple successful innovations

Your Company was successful in disrupting the Indian biscuit market with some path breaking innovations like Deuce during the year. Your Company has a larger share of total biscuit innovations when compared to the market share in biscuits.

Encouraged by the success in innovations, your Company has, in its 100th year, set its sights on reimagining biscuits for the country with never-seen-before innovations and renovations like Treat Burst, Treat Stars, Whole Wheat Marie and 50-50 Jeera.

Pioneering category creation through new to market product concepts and formats

Healthy snacks are seen as boring, tasteless and tedious to have on a regular basis. With these deeply entrenched notions of the category, the Nutrichoice brand which is the leader in premium health continued to fight the challenge of getting people to adopt the category. Category penetration is still very low at 1.6%. Key building blocks for driving category growth were communication to build relevance; breaking price barriers through democratization and competitive pricing strategies and innovations designed to overcome taste barriers such as Chocolate Oats cookies.

Treat Stars is another first-of-its-kind product for indulgence seeking consumers. The open sandwich cream biscuit developed with proprietary technology is a showcase of pioneering innovation.

wooing the millennial, digital native consumers through always - on Digital content:

Your Company has identified the unique challenges to be addressed through digital media and crafted a content strategy.

Brands like Good Day and Marie Gold established ‘point of view’ and purposive content on various digital platforms.

Little Hearts, a digital only brand, launched a first-of-its-kind Heartbreaker’s Handbook - a 101 guide to cutting through the typical mush seen amongst millennials. The Handbook was also retailed on e-commerce giants Amazon and Flipkart and through a partnership with Café Coffee Day, the Handbook will be available for reading in hundreds of outlets across the country.

Good Day Chunkies premium gourmet cookie partnered with YouTube to launch a first-of-its-kind Dessert Carnival. The series curated ‘Do It Yourself’ recipe videos from the country’s top pastry chefs and YouTube creators like Mini Mathur, Amrita Raichand, Shipra Khanna, Nisha Madhulika and got an organic reach of 15 million.

In another first-of-its-kind digital initiative, your Company’s largest brand, Good Day pioneered the launch of India’s first digital radio station for youth called Campus Radio. Created in partnership with Radio Mirchi and Gaana, the radio station is a 24*7 destination for youth to snack on music and be on top of the music landscape.

Britannia, India’s Most Trusted Food Brand: In the reputed ‘Most Trusted Brands’ survey conducted every year by The Economic Times Brand Equity, Britannia won the coveted position of Most Trusted Food brand in the country. It is most rewarding to have won back the position in the Centenary year of Britannia, a testimony to the immense love and trust bestowed upon your Company by consumers across diverse age groups and demographics.

Awards won in FY 2018-19: Your Company was honoured with the following:

- The Economic Times Brand Equity ‘Most trusted food brand’ 2018
- Interbrand Best Indian Brands Award 2019
- Pitch Best CMO Awards for Consumer Connect
- Best Mini Mobile game activation for Little Hearts at Mobexx Awards 2018

III. DIRECTORS

a. Appointment/Re-Appointment

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ness N Wadia, Non-Executive Director is retiring by rotation at the ensuing Annual General Meeting (AGM) and is eligible for re-appointment.

The Board of Directors at their Meeting held on 1 July 2019, on the basis of the recommendation of the Nomination and Remuneration Committee, has proposed the re-appointment of Mr. Ness N Wadia for approval of the shareholders at the ensuing AGM of the Company.

During the year under review, the Board of Directors at their meeting held on 7 February 2019 appointed Mrs. Tanya Arvind Dubash as an Additional and Independent Director of the Company w.e.f. 7 February 2019 subject to approval of the shareholders at the ensuing AGM of the Company.

Pursuant to the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, Mr. Avijit Deb, Mr. Nimesh Kampani, Mr. Keki Dadiseth, Dr. Ajai Puri and Mrs. Ranjana Kumar were appointed as Independent Directors by the shareholders at the Annual General Meeting held on 12 August 2014 for a period of 5 years and their term comes to an end on 11 August 2019.

As per the provisions of Section 149(10) of the Companies Act, 2013, Independent Directors can be re-appointed for another term of 5 years on passing special resolution by shareholders of the Company.

Mr. Nimesh Kampani and Mrs. Ranjana Kumar, Independent Directors have expressed their desire to retire from the Board upon completion of their current term as Independent Directors.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee at their Meeting held on 1 July 2019 have proposed the re-appointment of Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri as Independent Directors for another term of 5 years w.e.f. 12 August 2019 for approval of the shareholders at the ensuing AGM of the Company.

During the year under review, Mr. S.S Kelkar resigned as Director of the Company w.e.f. 23 August 2018 due to his advancing age and desire to spend more time with family.

The Board placed on record its appreciation for the valuable contribution made by Mr. S.S Kelkar, Mr. Nimesh Kampani and Mrs. Ranjana Kumar to the Company's growth during their tenure as Independent Directors.

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 2019 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 FY 2018-19.

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. Key Managerial Personnel (KMP)

During the year under review, Mr. Jairaj Bham resigned from the position of Company Secretary and Compliance Officer of the Company w.e.f. closing business hours of 12 October 2018.

The Board of Directors at their meeting held on 7 October 2018 appointed Mr. T.V. Thulsidass as the Company Secretary and Compliance Officer of the Company w.e.f. 15 October 2018.

b. 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 Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write an email to investorrelations@britindia.com.

c. Employee Stock Option Scheme (ESOS)

During the year, Britannia Industries Limited Employee Stock Option Scheme was amended with the approval of the shareholders at the 99th Annual General Meeting held on 6 August 2018 to give effect, *inter alia*, to the following:

- To increase maximum number of equity shares from 8,75,000 to 17,75,000 that would be issued under the BIL ESOS;
- To make provision of financial assistance to employees for subscribing options granted under the BIL ESOS at such terms and conditions as may be decided by the Nomination and Remuneration Committee and Board from time to time; and
- To revise the provisions of the BIL ESOS in line with SEBI (Share Based Employee Benefits) Regulations, 2014.

Consequent to the sub-division of the face value of equity shares from ₹ 2 each to ₹ 1 each, the Britannia Industries Limited Employee Stock Option Scheme was further amended to increase maximum number of equity shares from 17,75,000 equity shares of ₹ 2 each to 35,50,000 equity shares of ₹ 1 each through postal ballot and e-voting on 15 October 2018.

The disclosure pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 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.

d. Disclosure on Sexual Harassment of Women at Workplace

The Company has an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. During the year, one complaint was received by the Company under Anti-sexual harassment Policy and the same was resolved satisfactorily.

VI. GOVERNANCE/SECRETARIAL

a. Corporate Governance

A Report on Corporate Governance for the financial year ended 31 March 2019 along with the Statutory Auditor's Certificate on compliance with the provisions of corporate governance under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as '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 FY 2018-19 is forming part of the Annual Report.

c. Extract of Annual Return

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013 read with the rules made thereunder, the Extract of Annual Return of the Company has been disclosed on the website of the <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. Britannia Industries Limited Remuneration Policy for Directors, Key Managerial Personnel and other Employees is disclosed on the website of the Company Web Link: 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.

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 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 year, your Company had not entered into any contract / arrangement / transactions with Related Parties referred in Section 188(1) of the Companies Act, 2013 read with the rules made thereunder. In accordance with Ind AS-24, the Related Party Transactions are disclosed under Note No. 44 of the Standalone Financial Statements.

k. Public Deposits

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 during the year.

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 given in the Note No. 37, 38 and 39 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

At the 95th Annual General Meeting of the Company held on 12 August 2014, M/s. B S R & Co. LLP, Chartered Accountants, (Firm Reg. No. 101248W/W-100022), were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 95th Annual General Meeting until the conclusion of the 100th Annual General Meeting, subject to ratification by the Shareholders.

Pursuant to the recommendation of the Audit Committee, the Board of Directors have recommended the re-appointment of M/s. B S R & Co. LLP, as the Statutory Auditors of the Company for a period of one year.

In this regard, M/s. B S R & Co., LLP, Chartered Accountants have submitted their written consent that they are eligible and qualified to be re-appointed as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013.

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 FY 2018-19. The Secretarial Audit Report submitted by them is given as Annexure 'E' to this Report.

c. Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors and Secretarial Auditor 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, namely customers, shareholders, dealers, suppliers, 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: Mumbai
Date: 1 July 2019

ANNEXURE 'A' TO THE DIRECTORS' 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 FY 2018-19:

Your Company has extended the program of deploying air pre-heaters for energy recovery in ovens to all own and major third party manufacturing units. Necessary interlocks in air pre-heaters have also been provided to enable their safe and smooth operation.

Solar energy sourcing for Bidadi factory and wind energy for all four factories in Tamil Nadu have enabled your Company to initiate its journey into renewable energy. Your Company is exploring various renewable energy options in other manufacturing units and evaluating own investment in solar and wind energy for Ranjangaon factory. Your Company has invested in technology to enable use of biomass in two of its factories which would be operational in the coming year.

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

Your Company has initiated energy audits in its two factories by expert agencies, to identify opportunities for reducing energy consumption in manufacturing units. Your company has conducted study of heat loss in ovens and improved the insulations wherever required to avoid heat losses, thereby reducing energy wastage. Installation of a new design thermic fluid heating system at Ranjangaon will further reduce the energy consumption.

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

Overall specific heat energy consumption (energy consumed per ton of product) has reduced by about 11.6%.

Your Company has saved ~ ₹ 4 Crores in sourcing power from independent power producers in FY 2018-19.

B. TECHNOLOGY ABSORPTION

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

During FY 2018-19, your Company has invested in areas of automation, technology upgradation and absorption of new technologies to enter into adjacent categories. Your Company had undertaken following projects during the year 2018-19:

- Primary packaging automation & weighing and batching system at Jhagadia factory in Gujarat.
- Smart factory concept in IBPL Pondicherry where process automation is monitored through SCADA.
- Thermic fluid design upgradation for ovens in Ranjangaon to improve fuel efficiency and consistency of products.

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

The initiatives mentioned above resulted in achieving improvement in labour productivity and enhanced process capability, thereby ensuring consistent product quality in spite of large operations spread across country.

(c) Details of imported technology:

Your Company has commissioned the imported Cake and Croissant line at Ranjangaon, Maharashtra in October and November, 2018. An imported Snack line has also been commissioned at Bidadi, Karnataka in January, 2019.

C. RESEARCH AND DEVELOPMENT

(a) Core areas of Research by the Company:

Your Company's R&D team has worked towards the Company's goal of becoming a "Global Total Foods Company" with the launch of twenty four (24) exciting new products during the year. The delightful and innovative products which have been developed and delivered by the R&D team would enable your Company to be a significant player in the market place in the years to come.

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

In addition to the new launches, your Company's R&D team also developed product solutions 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 has developed a tasty and affordable Iron & Folic Acid fortified biscuit which would deliver 50-75% RDA of these nutrients for the women population group.

Further, Britannia Nutrition Foundation (BNF) in association with Narayana Health, National Health Mission and Education Department, Rajasthan has initiated an intervention program 'Suposhan' to address Iron Deficiency Anaemia in school going adolescent children in rural Jaipur, Rajasthan.

(c) Expenditure on R&D:

	₹ in Crores
Particulars	31 March 2019
Capital	0.77
Recurring	33.83
Total	34.60
Total R&D expenditure as a % of turnover	0.33%

(d) Future plan of action:

Your Company aims to reduce and recycle usage of plastic used in its portfolio. The R&D Team has been continuously working to develop laminates with better functional property and reduced usage of plastic per kg of the product. Your Company has successfully completed pilot Extended Producers' Responsibility (EPR) initiatives in Delhi NCR and Maharashtra for multilayer packaging waste collection and energy recovery in association with IPCA (Indian Pollution Control Association) and NEPRA (Neha Pranali).

D. FOREIGN EXCHANGE EARNINGS AND OUTGO FOR FY 2018-19:

	₹ in Crores
Particulars	Amount
Foreign exchange used	194.80
Foreign exchange earned	319.10

On behalf of the Board

Place: Mumbai
Date: 1 July 2019

Nusli N Wadia
Chairman
(DIN:00015731)

ANNEXURE 'B' TO THE DIRECTORS' REPORT
CORPORATE SOCIAL RESPONSIBILITY (CSR) REPORT

1. A brief outline of the Company's CSR Policy, including overview of Projects or Programs proposed to be undertaken and a reference to the weblink to the CSR Policy and Projects or Programs:

For your Company, CSR means Corporate Sustainable Responsibility and this has been embedded into its business model. Your Company understands social and environmental concerns affecting the community.

In its continuous efforts to 'Make a Difference' to the community, your Company focused on improving health of women and children through its various programs and activities.

During FY 2018-19, your Company has taken up various activities to promote health, growth and development of children and has also contributed towards restoration of hospitals for children and women as part of its CSR Programs.

The CSR Policy of the Company is disclosed on the website of the Company.

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

2. Composition of the CSR Committee: CSR Committee comprises of the following Directors:

- I. Mr. Ness N Wadia – Chairman
- II. Mr. Keki Dadiseth – Member
- III. Dr. Ajai Puri – Member
- IV. Dr. Y.S.P. Thorat – Member (appointed w.e.f. 7 February 2019)

3. Average net profit of the Company for last three financial years: ₹ 1,236.50 Crores

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 24.73 Crores

5. Details of CSR spent during the financial year:

- a. Total amount to be spent for the financial year: ₹ 24.73 Crores
- b. Amount unspent, if any : Nil
- c. Manner in which the amount spent during the financial year is detailed below:

₹ in Crores

(1) Sr. No.	(2) CSR Project or activity identified	(3) Sector in which the Project is covered	(4) Projects or Programs (1) Local area or other (2) State or district where Projects or Programs were undertaken	(5) Amount outlay (budget) Projects or Program wise	(6) Amount spent on the Projects or Programs (1) Direct expenses (2) Over-heads	(7) Cumulative expenditure upto the reporting period	(8) Amount spent: Direct or through implementing agency
1	Promoting Preventive Health Care at Nowrosjee Wadia Maternity Hospital (NWMH)	Refer the para given herein below	Maharashtra	₹ 17.72			Direct
2	Bai Jerbai Wadia Hospital for Children (BJWHC)			₹ 4.01			

(1) Sr. No.	(2) CSR Project or activity identified	(3) Sector in which the Project is covered	(4) Projects or Programs (1) Local area or other (2) State or district where Projects or Programs were undertaken	(5) Amount outlay (budget) Projects or Program wise	(6) Amount spent on the Projects or Programs (1) Direct expenses (2) Over-heads	(7) Cumulative expenditure upto the reporting period	(8) Amount spent: Direct or through implementing agency
3	Children Malnutrition Projects through Sir Ness Wadia Foundation (SNWF)		Maharashtra, Jharkhand and Madhya Pradesh	₹ 1.00			
4	Promoting Healthcare, Growth and Development of Children through Britannia Nutrition Foundation (BNF)	Refer the para given herein below	Tamil Nadu, Gujarat, Madhya Pradesh, Odisha, Bihar, Uttarakhand, Rajasthan and Karnataka	₹ 2.00			Direct

Sir Ness Wadia Foundation

Sir Ness Wadia Foundation (SNWF), a registered non-profit organization was established in 1969 to work for the empowerment of the underprivileged sections of our society. It aims to fulfil their basic needs of health, education and livelihood and strives to create empowered, self-sustainable communities.

Inspired by the life and work of the renowned industrialist and philanthropist Sir Ness Wadia, SNWF is one of India's oldest philanthropic institutions and has played a pioneering role over the years in bringing about a positive change in the society.

The Foundation provides hope, empowerment and an improved quality of life to less fortunate individuals. Through a long journey from its inception, SNWF has evolved into an organization of exceptional repute, providing incomparable services in the fields of education, health care, community development and relief & rehabilitation.

To address malnutrition in the country, SNWF is supporting and monitoring several ongoing projects in Maharashtra, Jharkhand and Madhya Pradesh.

Upgradation of 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. 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.

A 305 bedded hospital, which treats over 1,00,000 outpatients and 10,000 inpatients annually. NWMH is recognized for its tertiary care involving complicated pregnancies and state-of-the-art IVF ART Center, the first in India to achieve QAI accreditation for IVF services and the Human Milk Bank catering to newborns and infants. In addition, as a teaching hospital, it also has a constant influx of aspiring doctors who get trained under some of the best specialists in the country. The refurbishment and upgradation of the hospital would be carried out over the period 2017 – 2020.

The upgraded hospital will have 7 operation theatres, dedicated labour wards and oncology units along with additional scope of services and increased specialities to provide comprehensive care to women under one roof.

In order to meet the continuous demand of patients and need for upgradation of services and technology at Nowrosjee Wadia Maternity Hospital, your Company has contributed towards establishment of cardiac and orthopaedic services for women.

Continuous Improved Service Delivery at Bai Jerbai Wadia Hospital for Children (BJWHC)

Bai Jerbai Wadia Hospital for Children and Research Centre (BJWHC) established in 1928, 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 can accommodate around 525 patients equipped with more than 30 sub-specialties, 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 through its state-of-the-art advanced Nutrition Rehabilitation Centre for children.

BJWHC sees an inflow of over 1,50,000 patients on an outpatient basis and more than 15,000 children on an inpatient basis. The hospital has performed over 900 cardiac surgeries since the department was established in February 2017. BJWHC also reached out to the community by conducting outreach medical camps to benefit the tribal population in Palghar district. The hospital has identified and treated over 4000 SAM and MAM children in the last couple of years. Similarly, 2,448 pregnant women were medically examined for complications. Total of 561 patients were referred to the hospital for further treatment.

To continue to provide excellent medical services to children, there is a constant need for upgradation of services and technology at BJWHC. The current need is for upgrading of ENT and Ophthalmology services 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.

Similarly, upgraded IT infrastructure is required to empower doctors to access status and ongoing treatment of all patients. Improved IT infrastructure will help reduce turn around time of treatment and help doctors to view historical reports of patients. New IT infrastructure will empower doctors and nursing staff with mobility, access to electronic medical records and better patient management.

It is expected that, proposed projects will increase accessibility and affordability of basic and specialized medical services among vulnerable children across India.

Bai Jerbai Wadia Hospital for Children and Research Centre has received multiple National and International awards and recognitions such as International Quality Award for Excellence in Child Health Care Services; Outstanding Achievement Award in HealthCare – Social Cause and the Best use of Six Sigma in Healthcare to name a few.

Britannia Nutrition Foundation (BNF)

Britannia Nutrition Foundation (BNF) was set up in 2009 to help secure every Child's Right to Nutrition and Growth by implementing sustainable and replicable programs, pursuing product innovation and research, addressing core and allied causes for malnutrition and assuming responsibility for the nourishment and vitality of the community.

The key initiatives of the BNF for FY 2018-19 were as follows:

Community Development and Nutrition Programs

Britannia Nutrition Foundation works closely with communities around its factories across the country. Community development and nutrition programs were undertaken in 9 factories across 6 states - Tamil Nadu, Gujarat, Madhya Pradesh, Odisha, Bihar and Uttarakhand, reaching out to 18,432 children, adolescents & women in 284 anganwadi centres, 29 government schools in 11 districts.

Public Private Partnerships to address child and adolescent malnutrition

The Foundation is also working together with governments to build large scale implementation models focused on adolescent nutrition. In Rajasthan, Britannia Nutrition Foundation is implementing a programme in partnership with NHCT supported by the National Health Mission, Government of Rajasthan. The programme aims to address iron deficiency in adolescents through multiple interventions such as nutrition & hygiene education, iron fortification and additional sources of iron supplementation. This programme is being implemented in 49 government schools in 2 blocks of Jaipur covering ~13,000 adolescents.

Partnership with ICDS

The Foundation also works closely with the Women & Child Development and Health & Family Welfare department of Uttara Kannada district, Karnataka. The interventions covers 2,687 anganwadi centres and reaching out to 38,500 children in the age group of 3 to 6 years.

Building self- sustaining models of health and nutrition management

'Nutritional well-being of children' - The nutrition well-being of Kanya (girls) and Batuks (boys) project is being implemented in partnership with Sivananda Ashram, Rikhiapeeth.

Rikhiapeeth is situated in a remote and rural village of Rikhia panchayat in Deoghar District. Through this project, Britannia Nutrition Foundation in collaboration with Sir Ness Wadia Foundation supported by Wadia Hospitals, seeks to address malnutrition amongst children and adolescents. The project will cover 23 villages and 1,200 children, adolescents and women.

'Kuposhan se Suposhan ki ore' - The project is being implemented in 23 tribal villages in partnership with IDWYC, a non-profit organization. The project aims to promote good infant and young child feeding practices and improve health, hygiene, nutrition awareness among adolescents, pregnant and lactating women. The project is covering over 2600 children, adolescents and women in 23 tribal villages in Chhindwara district, Madhya Pradesh.

Product innovation to address malnutrition

Britannia has developed ready to eat biscuits which are specially fortified with iron to address iron deficiency anaemia. Each biscuit provides a percentage of recommended dietary allowance (RDA) to supplement the nutritional requirements.

There are 2 variants of this product:

- For children- each biscuit provides 2mg of elemental iron
- For adolescents/women- each biscuit provides 5mg of elemental iron

6. The CSR committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Sd/-
Varun Berry
Managing Director
DIN:05208062

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

Place: Mumbai
Date : 1 July 2019

ANNEXURE 'C' TO THE DIRECTORS' 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, 2014 including amendments thereto]

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during FY 2018-19 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2018-19 are as under:

Sr. No.	Name of Director / KMP	Remuneration of Director / KMP for FY 2018-19 (₹ in Crores)	% increase in Remuneration in FY 2018-19	Ratio of Remuneration of each Director to median remuneration of employees
Promoter and Non-Executive Directors:				
1	Mr. Nusli N Wadia, Chairman	5.36	-11.99%	189.40
2	Mr. A K Hirjee	0.93	78.85%	32.86
3	Mr. Jeh N Wadia	0.23	109.09%	8.13
4	Mr. Ness N Wadia	0.72	89.47%	25.44
Independent Directors				
5	Mr. Avijit Deb	0.40	66.67%	14.13
6	Mr. S S Kelkar*	0.15	*	*
7	Mr. Nimesh N Kampani	0.70	89.19%	24.73
8	Mr. Keki Dadiseth	0.70	55.56%	24.73
9	Dr. Ajai Puri	0.57	3.64%	20.14
10	Mrs. Ranjana Kumar	0.13	-38.10%	4.59
11	Dr. Ajay Shah	0.25	47.06%	8.83
12	Dr. Y.S.P Thorat	0.70	70.73%	24.73
13	Mr. Keki Elavia	0.71	121.88%	25.09
14	Mrs. Tanya Arvind Dubash	NA	**	**
Key Managerial Personnel				
15	Mr. Varun Berry, Managing Director	9.10	5.32%#	321.55
16	Mr. N Venkataraman, Chief Financial Officer	1.92	4.92%#	67.84
17	Mr. Jairaj Bham, Company Secretary (upto 12 October 2018)	0.44	##	##
18	Mr. T.V. Thulsidass, Company Secretary (w.e.f. 15 October 2018)	0.26	\$	\$

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. S.S Kelkar resigned as an Independent Director w.e.f. 23 August 2018.

** Details not provided as Mrs. Tanya Arvind Dubash was appointed as an Additional and Independent Director with effect from 7 February 2019.

Percentage increase in Remuneration has been computed after considering centenary bonus cost as a part of the Remuneration in the previous year.

Details not provided as Mr. Jairaj Bham was the Company Secretary and Key Managerial Personnel only for part of FY 2018-19 i.e., from 15 May 2018 to 12 October 2018.

\$ Details not provided as Mr. T.V. Thulsidass was appointed as the Company Secretary and Key Managerial Personnel w.e.f. 15 October 2018.

- (ii) The median remuneration of employees of the Company during FY 2018-19 was ₹ 2.83 Lakhs. In FY 2018-19 the median remuneration of employees was 11.3% lower compared to previous year.
- (iii) There were 4,480 permanent employees on the rolls of Company as on 31 March 2019.
- (iv) Average percentage increase made in the salaries of Employees and the Managerial Personnel in FY 2018-19 on comparable basis was ~10% 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

Place: Mumbai
Date : 1 July 2019

Nusli N Wadia
Chairman
(DIN:00015731)

ANNEXURE 'D' TO THE DIRECTORS' REPORT

Disclosure under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 and Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital & Debentures), Rules, 2014

Sr. 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	
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	4,33,334
b.	Number of options granted during the year	3,00,000
c.	Number of options forfeited/ lapsed during the year	Nil
d.	Number of options vested during the year	1,99,998
e.	Number of options exercised during the year	1,99,998
f.	Number of shares arising as a result of exercise of options	1,99,998
g.	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	₹ 29,78,98,804

Sr. No.	Particulars	Britannia Industries Limited Employee Stock Option Scheme
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	5,33,336
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 ₹ 2,732.05. Weighted average Fair Value of Option granted during the year is ₹ 687.58 per option.
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;	3,00,000 options granted to Mr. Varun Berry, Managing Director on 15 May 2018 at an exercise price of ₹ 2,732.05.
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 ₹ 687.58 per option.
b.	the weighted-average values of exercise price	Weighted average exercise price for the options granted during the year is ₹ 2,732.05.
c.	the weighted-average values of expected volatility	22.12%
d.	the weighted-average values of expected option life	3 years
e.	the weighted-average values of expected dividends	1250% of face value of ₹ 2 each.
f.	The weighted-average values of the risk-free interest rate	7.66%
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 (9 years historical price of the share has been considered).

Sr. No.	Particulars	Britannia Industries Limited Employee Stock Option Scheme
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".	₹ 46.68.

Note: All the above numbers are after considering sub-division of equity shares from face value of ₹ 2 each to ₹ 1 each effective 30 November 2018 unless otherwise mentioned.

On behalf of the Board

Nusli N Wadia
Chairman
(DIN:00015731)

Place: Mumbai
Date : 1 July 2019

AUDITOR'S CERTIFICATE

To the Board of Directors of Britannia Industries Limited

Independent Auditor's Certificate on compliance of regulations for Employee Stock Option Scheme of the Company

This certificate is issued in accordance with the terms of our engagement letter dated 1 October 2018 and addendum letter dated 20 June 2019.

As requested, we have examined the Britannia Industries Limited Employee Stock Option Scheme ('the ESOS') of Britannia Industries Limited ('the Company') to determine whether the ESOS implemented thereof is in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('the SEBI Guidelines') for the period 1 April 2018 to 31 March 2019. We understand that this certificate is required to be submitted to the National Stock Exchange of India Limited and the BSE Ltd., Mumbai for the purposes of complying with their regulations. The ESOS was approved by the shareholders at its Annual General Meeting held on 28 July 2008 and duly amended by the special resolutions passed by the shareholders on 9 August 2010, 6 August 2011, 6 August 2018 and 15 October 2018.

Management Responsibility

Management is responsible for maintaining the information and documents which are required to be kept and maintained under the relevant laws and regulations, implementing the ESOS in accordance with the SEBI Guidelines and the resolutions passed at the annual general meeting of the Company and establishing and maintaining effective internal control for properly recording the information related to the ESOS in the records maintained by the Company.

Auditor's Responsibility

Pursuant to this, our responsibility is to express reasonable assurance in the form of a certificate whether the Company has implemented the ESOS in accordance with the relevant provisions of the SEBI Guidelines.

We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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.

Opinion

In our opinion and to the best of information and according to the explanations given to us and representations made by the Management, we state that the Company has complied with the relevant provisions of the SEBI Guidelines.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restrictions on use

This Certificate is issued solely for the purpose of complying with the SEBI Guidelines for the period 1 April 2018 to 31 March 2019 and may not be suitable for any other purpose.

for B S R & Co. LLP
Chartered Accountants
Firm registration number: 101248W/W-100022

Supreet Sachdev
Partner

Membership number: 205385
ICAI UDIN:19205385AAAAAC4658

Place: Bengaluru
Date: 1 July 2019

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

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 / (Loss) Before Tax #	Provision for Tax #	Profit / (Loss) After Tax #	Proposed Dividend #	% Of Shareholding	Country
1	Britannia Dairy Private Limited	INR	1.00	1.00	57,800	2,115,900	3,001,400	827,700	1,551,800	3,104,900	609,500	193,200	416,300	-	100.00	India
2	Britannia Employees' Educational Welfare Association Private Limited	INR	1.00	1.00	1,752^	7,410	9,966	804	-	358	207	66	141	-	-	India
3	Britannia Employees' General Welfare Association Private Limited	INR	1.00	1.00	1,750^	7,370	9,932	812	-	354	273	66	207	-	-	India
4	Britannia Employees' Medical Welfare Association Private Limited	INR	1.00	1.00	1,800^	7,077	9,673	795	40	347	267	66	201	-	-	India
5	Daily Bread Gourmet Foods (India) Private Limited	INR	1.00	1.00	316,726	(279,600)	37,265	199	-	5,544	(925)	-	(925)	-	100.00	India
6	Flora Investments Company Private Limited	INR	1.00	1.00	2,843	20,434	25,012	1,735	-	1,449	1,293	332	961	-	100.00	India
7	Borbunder Finance and Investments Private Limited	INR	1.00	1.00	26,710	(14,344)	13,935	1,569	-	428	(13,067)	(2,568)	(10,499)	-	100.00	India
8	Ganges Valley Foods Private Limited	INR	1.00	1.00	104,940	35,425	182,560	42,195	-	157,751	(9,081)	(2,962)	(6,119)	-	97.20	India
9	Gilt Edge Finance and Investments Private Limited	INR	1.00	1.00	2,498	21,207	25,465	1,760	-	1,493	1,331	356	975	-	100.00	India
10	International Bakery Products Limited	INR	1.00	1.00	14,500	146,323	468,706	307,883	1,181	455,520	37,614	10,164	27,450	-	100.00	India
11	J B Mangalam Foods Private Limited	INR	1.00	1.00	4,502	64,663	544,111	474,946	26	2,346,704	22,299	5,717	16,583	-	100.00	India
12	Mamma Foods Private Limited	INR	1.00	1.00	48,750	68,698	613,119	495,672	1,509	424,850	44,248	9,381	34,868	-	100.00	India
13	Sunrise Biscuit Company Private Limited	INR	1.00	1.00	141,995	86,578	400,320	171,747	-	614,245	25,197	(10,710)	35,907	-	99.16	India
14	Britchip Foods Limited	INR	1.00	1.00	850,000	(92,272)	859,910	102,100	-	35,900	(113,872)	(29,600)	(84,272)	-	60.00	India
15	Britannia Nepal Private Limited	NPR	0.62	0.62	550,000	(3,679)	603,922	60,167	-	2,196	(4,194)	(839)	(3,355)	-	100.00	Nepal
16	Al Sallan Food International Co. SAOC	OMR	179.60	181.50	359,190	(749,057)	525,527	915,394	-	1,576,266	(12,301)	-	(12,301)	-	65.46	Oman
17	Strategic Food International Co. LLC, Dubai	AED	18.83	19.03	367,224	119,920	1,698,565	1,211,421	-	3,550,963	(63,274)	-	(63,274)	-	100.00	Dubai
18	Britannia and Associates (Dubai) Private Company Limited, Dubai	USD	69.18	69.91	19	(190,741)	2,305,882	2,496,604	-	47,579	5,423	-	5,423	-	100.00	Dubai - JAFZA
19	Britannia and Associates (Mauritius) Private Limited, Mauritius	USD	69.18	69.91	1,686,061	41,835	2,491,180	763,284	-	38,869	12,306	369	11,937	-	100.00	Mauritius
20	Britannia Dairy Holdings Private Limited, Mauritius	USD	69.18	69.91	512,831	(356,433)	158,475	2,077	-	-	(27,036)	-	(27,036)	-	100.00	Mauritius
21	Strategic Brands Holding Company Limited, Dubai	USD	69.18	69.91	19	(378)	47	406	-	7,838	7,327	-	7,327	-	100.00	Dubai - JAFZA
22	Vasana Agrex and Herbs Private Limited	INR	1.00	1.00	100	(105,596)	67	105,564	-	-	(37)	-	(37)	-	100.00	India
23	Snacko Bisc Private Limited	INR	1.00	1.00	255,208	(420,355)	241	165,389	-	-	(30)	-	(30)	-	100.00	India

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

PART - B ASSOCIATES

₹ in '000

Sr. No.	Name of the Associate Company	Klassik Foods Private Limitd	Nalanda Biscuits Company Limited	Sunandaram Foods Private Limited
1	Latest Unaudited Balance Sheet Date	31.03.2019	31.03.2019	31.03.2019
2	Share of Associate held by the Company on the year end			
	Number of Shares	3,390	87,500	459,800
	Amount of Investment in Associate/joint Venture	3,198	2,808	145,000
	Extent of Holding %	26.02	35.00	26.00
3	Description of how there is significant influence	Voting power	Voting power	Voting power
4	Reason why the associate/joint venture is not consolidated	N.A.	N.A.	N.A.
5	Net worth attributable to Shareholding as per latest unaudited Balance Sheet	(0)	24,134	7,690
6	Profit / (Loss) for the year	(39,510)	5,600	(5,000)
	(i) Considered in consolidation	(10,281)	1,960	(1,300)
	(ii) Not Considered in consolidation	(29,229)	3,640	(3,700)

for and on behalf of the Board of Directors

Chairman : Nusli N Wadia
 Managing Director : Varun Berry
 Directors : A K Hirjee
 Keki Elavia
 Nimesh N Kampani
 Avijit Deb
 Jeh N Wadia
 Keki Dadiseth
 Ajai Puri
 Ness N Wadia
 Ranjana Kumar
 Y.S.P Thorat
 Tanya Arvind Dubash

Chief Financial Officer : N. Venkataraman
 Company Secretary : T.V. Thulsidass

Place: Mumbai
 Date : 1 May 2019

ANNEXURE 'E' TO THE DIRECTORS' REPORT

FORM NO. MR-3
 SECRETARIAL AUDIT REPORT
 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019

(Pursuant to section 204 (1) of the Companies Act, 2013 and Rule 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 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2019, 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 31 March 2019 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,

2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

- (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 the 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, 1998; 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:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings which are generally complied with.
- (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:

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 for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are 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. However, it is required to be strengthened.

We further report that during the audit period the Company had following events 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 at their meeting held on 23 August, 2018 approved 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. Subsequently, the same has been approved by the Members on 15 October, 2018 through e-voting and postal ballot and the sub-division was effective from 30 November, 2018.
- 2) The Board of Directors at their meeting held on 6 August, 2018 approved the issue of secured non-convertible redeemable fully paid-up debentures as Bonus Debentures of ₹ 60 each out of the accumulated profits of the Company, in the ratio of 1 Bonus Debenture for every 1 equity share of ₹ 2 each held by the shareholders as on the record date as may be further decided by the Board. Further, the Board of Directors at their meeting held on 7 October 2018 approved the scheme of arrangement of Britannia Industries Limited and their members for issue of bonus debentures in accordance with Section 230 to 232 of the Companies Act, 2013 read with the rules made thereunder. Following the approval of sub-division of equity shares of face value of ₹ 2 each into 2 equity shares of face value of ₹ 1 each by the members, the Bonus Debenture Committee constituted by the Board of Directors for Issue of Bonus Debentures, approved the revision in the Scheme of Arrangement to give effect to the aforementioned sub-division changing the value of Bonus Debenture to ₹ 30 per debenture. The Company has obtained necessary approvals from BSE Limited, National Stock Exchange of India Limited, SEBI and filed an application with the National Company Law Tribunal (NCLT), Kolkata for approval of the Scheme of Arrangement. Further, the shareholders at their Meeting held on 27 May 2019 have approved the Scheme of Arrangement and Chairman's Report was submitted on 4 June 2019. NCLT, Kolkata vide its order dated 18 June 2019 fixed 23 July 2019 as date of hearing.

For **Parikh & Associates**
Company Secretaries
Firm Registration No. P1988MH009800

Place: Mumbai
Date : 1 July 2019

Shalini Bhat
Partner
FCS No: 6484
CP No: 6994

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
FCS No: 6484
CP No: 6994

Place: Mumbai
Date : 1 July 2019

MANAGEMENT DISCUSSION AND ANALYSIS

(A) INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company is one of India's leading food companies in the packaged food segment and is among the most trusted food brands. Britannia's product portfolio spans Biscuits, Bread, Cakes, Rusk, Dairy and Adjacencies.

Biscuit

Biscuit is one the fastest growing categories within FMCG. The per capita consumption of biscuits in India relative to certain developed economies is quite low and offers significant opportunities for category growth. In view of the widespread penetration of biscuits among households (above 90%), the opportunity for innovation and scale is large in this category.

Cake

Cake, while still not as developed as biscuits as a category, has witnessed some breakthrough developments in the last few years. The category is developing very quickly with new formats, new price points, proliferation of flavors & variants and development of eggless packaged cake. The year 2018-19 has seen your Company launch 3 new formats and it intends to further work on its innovations in the cake category. Your Company's aim is to lead the market through launch of many new-to-market products and thereby, retain its strong market share and competitive position.

Rusk

Double baked bread, otherwise known as Rusk or Toast, is a traditional category, but has seen a revival in recent years, driven by efforts of your Company. Your Company which is already the leader in this space, has launched a new brand "Toastea", offering an innovative milk rusk of superior quality to its consumers. Your Company is also making attempts to galvanize this category further by launch of healthier offerings like Multigrain Rusk in order to keep abreast of consumer demand for products that are 'tasty and healthy'.

Bread

The bread category has been undergoing significant transformation through the introduction of healthier variants and your Company has been leading this revolution. However, competition is on the rise in this segment with the emergence of both organized and unorganized players.

Adjacent Business

Your Company has entered 3 new categories in Adjacencies during the year under review:

- **Center Filled Croissants:** It is a nascent category in the country. However, your Company's research has demonstrated that this category has a lot of potential given the busy lifestyles of the youth of the country.
- **Cream Wafers:** It is a ₹ 500 Crores category growing rapidly at over 25% every year. Your Company is the first branded player with a large national presence to enter this fragmented category.
- **Salted Snacks:** Snacking is inherent to Indian food culture. It has traditionally implied a variety of sensorial experience in terms of flavour, taste, shape, texture, ingredients, appearance & accompaniments. The size of the packaged Salted Snacks market is ₹ 25,000 Crore, with the category growing at more than 20% annually. This category can be further classified into 3 segments i.e., Traditional snacks consisting of Indian namkeen and Bhujia, Potato wafers and Extruded snacks.

There are more than 2000 manufacturers operating in this category and the migration from unorganized or local to branded products will drive growth for national players.

Dairy

India has been the largest producer and consumer of dairy products since 1998, currently contributing ~20% of the global production. However, Indian milk industry continues to be largely unorganized, with organized sector contributing to only 20% by value.

In the past few years, the processed milk products market has witnessed sustained growth due to increasing urbanization, rising disposable income and proliferation of retail outlets beyond Tier 1 cities. While packaged liquid milk will remain a key driver of the industry growth, value added dairy products are expected to witness healthy growth and the overall organized sector's contribution is expected to increase to 30% of the industry by 2023.

There are two broad trends that are driving this growth:

- Changing lifestyles, leading to a shift from home-made traditional Dairy products (like Ghee and Curd) to packaged forms.
- Increasing awareness of nutrition and health benefits of various Dairy categories like Cheese and Yoghurt.

Overcoming challenges such as supply chain gaps, insufficient cold storage and distribution facilities with better Dairy Farming practices will provide further impetus to the industry in the coming years.

International Business

Your Company's International Business, spread across Middle East, Africa, Americas, Asia Pacific and South Asia, operates in a highly competitive environment with lot of local and international players. The business faces multiple challenges such as import duty barriers, exchange rate dynamics, competition from local manufacturing etc.

(B) BUSINESS STRATEGY

Biscuits

- **Engineer upgrades and tap into consumers moving up the economic ladder:** The biscuit category is largely skewed towards the value segment vs premium. Your Company's strategy has been to consistently drive upgrades through right products, packs and insightful communication.
- **Fuel rural consumption to gain disproportionate growth:** 42% of the market is rural, but your Company is still underleveraged in rural geographies and is making resolute efforts to increase its market share in rural markets by focusing on the appropriate categories and strategies.
- **Push back regional players:** A large and growing chunk of the market (27%) is dominated by local, regional players with North and East being the regions where they dominate. Your Company's strategy of competing with local players includes pricing and delivering communication based on localized food and social insights.

- **Strengthen the Core:** In a category where little differentiation exists, visual and taste superiority is the order of the day. Your Company's strategy is to ensure continuous differentiation and change. Your Company has re-launched all its brands with focus on visual distinctiveness, product superiority and newness, resulting in elevated brand proposition with purpose.
- **Lead with new to market concepts and innovations:** Your Company continuously endeavours to disrupt through new-to-market formats, thereby addressing more and more consumption occasions and delivering specialised benefits. Your Company's innovation strategy includes deriving inspiration from adjacent categories, reimagining health, exploring flavours, and leveraging current and new technologies.

Cake

Your Company's immediate strategic priority is to expand the size of the cake category by reaching out to more consumers and widening distribution. This is planned to be achieved by offering organoleptic experience in 'new to India' formats and variants at affordable prices which allow for continuous category development and growth for your Company's business.

Rusk

The strategic intent of your Company in the rusk category is to gain market share from the unorganized segment by offering superior products at affordable price points. The key objective is to attain segment leadership through continually understanding what the consumer seeks from the category and by being the first to offer products of superior quality designed to exceed consumer expectation.

Adjacent Business

During the year, your Company has entered 3 new categories adjacent to the current business in its quest to be a "Global Total Foods Company".

While the category of Crème Wafers is small, this segment is experiencing growth which is disproportionately higher than the growth of the biscuit industry. Consumer response to Britannia Treat Crème Wafers has been promising and your Company has become a significant player in this category within a few months of launch.

Your Company has also launched centre filled Croissants under the brand 'Treat' in selected trade channels. A state-of-the-art manufacturing facility for Croissants has been set up in Ranjangaon, Maharashtra, enabling your Company's aspirations to lead this category.

While Salted Snacks is a large category with many strong players, your Company's strategy is to achieve strong position in this category by offering disruptive and differentiated product at competitive prices.

Your Company's superior brand strength and massive distribution network would enable success in these categories and create a solid foundation for many years of growth.

Dairy

Your Company accelerated growth by focusing on strengthening its core categories such as Cheese and Yoghurt, while innovating in other categories such as Drinks.

Your Company's Strategy has been to democratize the portfolio to achieve growth in Cheese. This is supplemented by aggressive pricing and distribution interventions.

During the year, the Drinks category witnessed the launch of Winkin' Cow Milkshakes in the tetrapak format in four flavours. This has been one of the most successful launches in your Company's history.

Your Company will continue to leverage its integrated sales and distribution system to increase penetration and drive reach. This will also ensure that all Dairy innovations get the Britannia go-to-market benefit.

Your Company is continuously investing in strengthening the back end capabilities of the dairy business to support the rapid growth that is expected in the business. As part of this effort, your Company had commenced a pilot project for milk procurement in Maharashtra in 2017. The results of the pilot project have been encouraging and it has been planned to increase the scale of the effort in the coming years.

International Business

Your Company is now present in 79 countries and is expanding into new categories and geographies in its endeavor of becoming a "Global Total Foods Company".

To increase revenue and share in International markets, your Company has been focused on expanding distribution and introducing disruptive innovations in regions having a substantial presence of the Indian diaspora, such as Gulf Co-operation Council (GCC) and the Americas.

Your Company aims to sustain growth in sluggish environment in the GCC countries by expanding consumer base, distribution network and improving product visibility.

Your Company's enhanced capabilities at Mundra SEZ is being utilised to cater to export markets in Africa and Americas. Your Company has also established a new greenfield factory in Nepal as part of the expansion of the International Business.

(C) SEGMENT INFORMATION

The primary business segment of your Company is Foods.

(D) OUTLOOK

The growth of the Indian economy has been steady during the previous year. However, there were signs of growth slowing down towards the end of the year owing to the impact of rising global trade tensions and the credit squeeze in domestic markets. Consumer facing businesses have registered reasonable growth in revenue and profits during the year. With the expectation of stability in governance and growth oriented policies, it is expected that the growth rates would improve in the coming years.

The overall economic environment would have an impact on your company's business. However, your company expects to tide over any adversities on the strength of a strong brand, product innovation, exploration of newer segments, relatively lower dependence on wholesale channel and continuous cost saving efforts.

The outlook of the international business remains challenging due to slowdown of consumption in the Middle East mainly due to shrinking diaspora, mass layoffs, political instability/war situation in key markets and steep local currency depreciation in Africa. However, the business expects to do better by gaining share from competition and be efficient in managing the cost of production. This will be delivered through products, packs and promotions.

(E) OPPORTUNITIES AND THREATS

Biscuits

Biscuits is one the fastest growing categories within FMCG. The per capita consumption of biscuits in India relative to certain developed economies is quite low and offers significant opportunities for category growth. In view of the wide spread penetration of biscuits among households (above 90%), the opportunity for innovation and scale is large in this category.

The Primary threat in this segment is expected to arise from competitors who discern the same opportunities and are investing significantly to tap these opportunities. A combination of consumer relevant innovations, superior quality delivery, further expansion of distribution and the inherent strength of Brand Britannia made more potent through judicious investments will help your Company address these threats.

Cake

Cake Category is expanding with disruptive innovations in the market and your Company is well placed to grow in this category due to its capabilities and leadership in the cake category. The emergence of new consumption occasions are also providing opportunities for your Company to offer new cake formats and variants in convenient packages at affordable prices.

However, proliferation of competition, especially at the lowest price point segments pose threat to growth prospects in this category.

Rusk

The fragmented and unorganized nature of the segment offers tremendous opportunities for growth. The scope to offer consumers new rusk experiences will enable growth in this category.

Bread

Consumer preference for healthy and premium products is creating significant opportunities in this category. Your Company has taken the lead in offering consumers the choice of healthy breads through innovations like multigrain breads.

Adjacencies

Your Company's entry into adjacencies business is led by launch of Crème Wafers, Croissants and Salted Snacks during the year.

Crème Wafers offer your Company a significant opportunity to attain market leadership.

In Croissants, your company has the opportunity to create a category which is new to the country. The segment is nascent and the challenge for your Company would be to persuade change in existing consumer habits in order to make Croissant an everyday choice for today's consumers.

Over the past few years, the snacks category has witnessed a slew of activities such as the emergence of new players, product innovations, aggressive marketing campaigns to establish consumer connect etc., all of which have resulted in the opening up of newer opportunities. The prospects for the branded snacks market remain bright for the foreseeable future and this should auger well for your Company's efforts in this segment.

However, the presence of a large number of manufacturers and low capital requirements makes this category hyper competitive. Your Company will need to focus continuously on product innovation to combat competition, both from within this category as well as from other categories.

Dairy

Increasing consumer buying power, busier lifestyles and changing consumption patterns are likely to largely benefit this segment. Your Company foresees the following untapped opportunities in the market:

- New and healthier dairy formats
- Availability of convenient on-the-go packages at affordable prices
- Gaining share from the unorganized segment
- Strengthening footprint in areas of low penetration

Amidst the growing opportunities, the Dairy industry has been witnessing certain challenges that are being addressed by various players across the chain. Your Company sees quality milk procurement and continuous infrastructure improvement including cold chain as the primary growth challenges. To address these challenges, your Company has been continuously investing in building milk procurement capabilities, ensuring consistency in quality of raw material and strengthening cold chain distribution.

International Business

Your Company is exploring opportunities of local manufacturing in several strategic markets like Egypt, Nigeria, Uganda, Bangladesh and Ghana. These are large biscuit markets with category construct in line with Britannia's strengths and offer good prospects for your Company due to superior product offering compared to local manufacturers.

However, any slowdown in economic growth and consumption are potential risks to your Company's aspirations for developing its International Business.

(F) RISKS AND CONCERNS

The growth of your Company's portfolio is linked to the overall economic growth. Primary risk to the business will be on account of adverse changes to the economy. Volatility in commodity prices is another significant risk.

(G) FINANCIAL AND OPERATIONAL PERFORMANCE

The key standalone financials are:

Particulars	₹ in Crores	
	2018-19	2017-18
Sale of goods	10,389.49	9,282.04
Profit before tax	1,716.11	1,445.20
Net profit	1,122.20	947.89

(H) SIGNIFICANT FINANCIAL RATIOS

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

Particulars		2018-19	2017-18
Net Profit margin	%	10.5	9.9
Operating Profit margin	%	14.6	13.8
Debtors turnover *	times	35.0	49.9

* The decrease in debtors turnover ratio is on account of increase in institutional and exports receivable.

Stock turnover	times	40.4	38.9
Debt equity ratio	%	0.0	0.3

* The decrease in debt equity ratio is on account of repayment of borrowings.

Current ratio	times	1.9	2.0
Interest coverage ratio	times	1,115	998
Return on Net worth	%	28	29

(I) INTERNAL CONTROL SYSTEMS AND ADEQUACY

Your Company's Internal Control Systems are commensurate with the nature, size and complexity of its business and ensure proper safeguarding of assets, maintaining proper accounting records and providing reliable financial information.

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 its business, including adherence to 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.

An external independent firm carries out the internal audit of the Company operations and reports its findings to the Audit Committee on a regular basis.

Internal Risk & Control function also evaluates organisational risk along with controls required for mitigating those risks. Internal Audit provides assurance on functioning and quality of internal controls along with adequacy and effectiveness through periodic reporting.

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

Your Company is committed to create an environment of engagement, transparency and meritocracy while also being performance oriented and balanced by responsibility towards the community it impacts.

Your Company continues to enhance employee experience while listening and acting on feedback received through the annual employee engagement

survey. The year's results and participation rates are reflective of the positive employee engagement sentiments. Employees were very proud of the Company achieving the milestone of 100 years and being part of such a legacy.

To strengthen this very pillar of transparency and continuous feedback, your Company has created a balance of digital and human connect. The Company launched an internal social platform where employees across regions, language and hierarchy collaborate, appreciate & recognize each other, come up with innovative ideas for improvement and betterment of the Company. This platform enables a culture of camaraderie, innovation and recognition. Transparency is further reinforced through regular one to one connects, town-halls, performance and development conversations.

Employee Experience is given further focus through interventions around holistic health & wellness, fuelling our people philosophy "Britannia for Britannians" and aspirational recognition programs. Employee wellness is prioritized in your Company with a focus on body, mind, soul and financial wellness through onsite interventions as well as leveraging digital platforms. The young manager forum continues to bring in fresh millennial perspective through product and packaging ideas and formats. Lastly, your Company also provides avenues to employees to contribute to the sustainability

agenda through participation in community activities around factories and volunteering opportunities. Your Company continues to provide leadership and functional development programs to employees. It continues to nurture an environment of learning amongst its employees through early responsibility, holistic exposure and betting on potential.

Your Company has continued to maintain amicable Industrial Relations by focusing on increased worker level engagement through formal and informal communication and training forums. As on 31 March 2019, your Company had 4,480 employees on its rolls.

(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, 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 for key processes and systems with clear accountability, integrity, transparent governance practices and the highest standards of regulatory compliances.

2. BOARD OF DIRECTORS

The Board has 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 2019:

Category	No. of Directors	% to total number of Directors
Executive Director	1	7%
Non-Executive - Non Independent Directors	4	29%
Independent Directors (including woman director)	9	64%

Board Meetings:

During the year under review, six (6) Board Meetings were held. These were on 15 May 2018, 6 August 2018, 23 August 2018, 7 October 2018, 12 November 2018 and 7 February 2019. 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 2019:

Name of the Director	Director Identification Number	Attendance		No. of other Companies Directorships [#] , Committee ^{##} Chairmanship/ Membership of Other Companies	No. of shares held
		Board Meetings	AGM held on 6 August 2018		
Promoter and Non-Executive Directors					
Mr. Nusli N Wadia, Chairman	00015731	5	Yes	3	Nil
Mr. A K Hirjee	00044765	6	Yes	3	Chairman – 2 Member – 2
Mr. Jeh N Wadia	00088831	5	Yes	3	Member – 1
Mr. Ness N Wadia	00036049	5	Yes	4	Member – 2
Executive Director					
Mr. Varun Berry, Managing Director	05208062	6	Yes	3	Nil
Independent Directors					
Mr. Avijit Deb	00047233	4	Yes	Nil	
Mr. Nimesh N Kampani	00009071	6	Yes	7	Chairman – 1 Member – 3
Mr. Keki Dadiseth	00052165	5	No*	5	Chairman – 1 Member – 3
Dr. Ajai Puri	02631587	5	Yes	Nil	
Mrs. Ranjana Kumar	02930881	3	No	2	Member – 1

Name of the Director	Director Identification Number	Attendance		No. of other Companies Directorships [#] , Committee ^{##} Chairmanship/ Membership of Other Companies		No. of shares held
		Board Meetings	AGM held on 6 August 2018			
Dr. Ajay Shah	01141239	3	Yes	1	Member – 1	Nil
Dr. Y.S.P Thorat	00135258	6	Yes	3	Member – 2	Nil
Mr. Keki Elavia	00003940	6	Yes	9	Chairman – 4 Member – 5	Nil
Mrs. Tanya Arvind Dubash ^{###}	00026028	NA	NA	6	Chairman – 1 Member – 1	Nil

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

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

Appointed as an Additional and Independent Director by the Board w.e.f. 7 February 2019 subject to approval of Members.

* Mr. Keki Dadiseth, Chairman of the Nomination and Remuneration Committee, authorised Dr. Ajai Puri to attend the AGM held on 6 August 2018.

Notes:

(a) 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.

(b) During the financial year 2018-19, Mr. S.S Kelkar resigned as Director of the Company w.e.f. 23 August 2018. He decided to step down from the Board due to his advancing age and the desire to spend more time with family.

He attended the board meetings held on 15 May 2018, 6 August 2018 and 23 August 2018 and also attended the Annual General Meeting held on 6 August 2018.

Directorships in Listed Entities as on 31 March 2019:

Sr. 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. A K Hirjee	Britannia Industries Limited	Non-Executive Promoter Director
		The Bombay Dyeing and Manufacturing Company Limited	Non-Executive Independent Director
		Bombay Burmah Trading Corporation Limited	
3.	Mr. Jeh N Wadia	Britannia Industries Limited	Non-Executive Promoter Director
		The Bombay Dyeing and Manufacturing Company Limited	Executive Director
		Bombay Burmah Trading Corporation Limited	Non-Executive Promoter Director
4.	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

Sr. No	Name of the Director	Name of the Listed Entity	Category of Directorship
5.	Mr. Varun Berry	Britannia Industries Limited	Executive Director
		Page Industries Limited	Non-Executive Independent Director
6.	Mr. Avijit Deb	Britannia Industries Limited	Non-Executive Independent Director
7.	Mr. Nimesh N Kampani	Britannia Industries Limited	Non-Executive Independent Director
		Deepak Nitrite Limited	
		Chambal Fertilisers and Chemicals Limited	
		Apollo Tyres Limited	Non-Executive Chairman
8.	Mr. Keki Dadiseth	Britannia Industries Limited	Non-Executive Independent Director
		Godrej Properties Limited	
		JM Financial Limited	
		Piramal Enterprises Limited(Previously Piramal Healthcare Limited)	
9.	Dr. Ajai Puri	Britannia Industries Limited	Non-Executive Independent Director
		Siemens Limited	
10.	Mrs. Ranjana Kumar	Britannia Industries Limited	Non-Executive Independent Director
		Tata Global Beverages Limited	
		Rane Brake Lining Limited	
11.	Dr. Ajay Shah	Britannia Industries Limited	Non-Executive Independent Director
		Gujrat State Fertilizers & Chemicals Limited	
12.	Dr. Y.S.P Thorat	Britannia Industries Limited	Non-Executive Independent Director
		Tata Chemicals Limited	
		Rallis India Limited	
		Bombay Burmah Trading Corporation Limited	
13.	Mr. Keki Elavia	Britannia Industries Limited	Non-Executive Independent Director
		The Bombay Dyeing and Manufacturing Company Limited	
		Goa Carbon Limited	
		Dai-Ichi Karkaria Limited	
		Godrej Industries Limited	
14.	Mrs. Tanya Arvind 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

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:

Sl No	Essential Core skills/expertise/competencies required for the Company	Core skills/expertise/competencies of the Board of Directors
1.	Strategic and Business Leadership of FMCG Industry	The Directors and especially the Managing Director have many years of experience in FMCG industry.
2.	Financial expertise	The Board has eminent business leaders with deep knowledge of finance and business.
3.	Expertise in implementation and administration of projects on a large scale	The Directors have decades of experience in managing businesses of substantial scale.
4.	Governance, Compliance and Regulatory	The presence of Directors with qualifications and expertise in Law and Regulatory affairs lends strength to the Board.
5	Knowledge and expertise of Trade and Economic Policies	The Directors have profound knowledge of economic affairs and trade related matters.

3. COMMITTEES OF THE BOARD

The Board has constituted the following Committees:

(a) Audit Committee:

The Audit Committee comprises of Mr. Keki Elavia, as Chairman and Mr. Nimesh Kampani, Mr. Keki Dadiseth, Mr. Avijit Deb, Mr. A.K Hirjee, Mr. Ness N Wadia, as Members of the Committee.

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, Ten (10) Committee Meetings were held. These were on 7 April 2018, 15 May 2018, 22 June 2018, 6 August 2018, 7 October 2018, 15 October 2018, 12 November 2018, 8 January 2019, 5 February 2019 and 28 March 2019. 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. Nimesh N Kampani, Mr. Keki Dadiseth and Mr. A K Hirjee 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 the FY 2018-19. 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, Mr. A.K Hirjee, Mr. Nimesh Kampani, Dr. Ajai Puri, as Members of the Committee.

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. These were on 15 May 2018, 22 June 2018 and 7 February 2019.

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

- Recommendation of nominations for membership of the Board, its Committees and the leadership team of the Company including Key Managerial Personnel ('KMP') as defined by the Companies Act, 2013 and Senior Management.
- 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.

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.

The criteria for performance evaluation of the Board and its Committees include aspects like structure, 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.

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.

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.

Succession Planning

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

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 Annual General Meeting 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 the FY 2018-19 are as follows:

Salary/Benefits (₹)	Performance Linked Incentives / Other Bonus (₹)	Total (₹)	No. of stock options granted on 15 May 2018
52,441,821	38,560,734	91,002,554	3,00,000

Notes:

- Employee benefits which are based on actuarial valuation done on an overall Company basis are excluded from the above mentioned salary and benefits.
- The Board at its Meeting held on 15 May 2018 granted 1,50,000 options. The same has been revised to 3,00,000 options pursuant to sub division of face value of Equity shares from ₹ 2 each to ₹ 1 each.
- 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 Directors' 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 collectively decides the aggregate amount of Commission for each year. 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 Annual General Meeting held on 12 August 2014. The details of Sitting fee and Commission to Non-Executive Directors for FY 2018-19 are given below:

Name of the Director	Sitting Fee (₹)	Commission (₹)	Total (₹)
Mr. Nusli N Wadia	5,40,000	5,30,20,000	5,35,60,000
Mr. A K Hirjee	12,00,000	81,00,000	93,00,000
Mr. Avijit Deb	7,20,000	33,10,000	40,30,000
Mr. S S Kelkar*	3,00,000	12,40,000	15,40,000
Mr. Nimesh N Kampani	13,20,000	56,50,000	69,70,000
Mr. Jeh N Wadia	4,80,000	17,90,000	22,70,000
Mr. Keki Dadiseth	12,60,000	57,80,000	70,40,000
Dr. Ajai Puri	6,60,000	50,30,000	56,90,000
Mr. Ness N Wadia	9,00,000	63,30,000	72,30,000
Mrs. Ranjana Kumar	2,40,000	11,00,000	13,40,000
Dr. Ajay Shah	3,60,000	21,50,000	25,10,000
Dr. Y.S.P Thorat	5,40,000	64,80,000	70,20,000
Mr. Keki Elavia	10,20,000	60,60,000	70,80,000
Mrs. Tanya Arvind Dubash#		Not Applicable	

* Mr. S.S Kelkar resigned as Independent Director of the Company w.e.f. 23 August 2018.

Mrs. Tanya Avind Dubash was appointed as an Additional and Independent Director of the Company w.e.f. 7 February 2019 subject to the approval of members.

The Commission amount as mentioned above will be paid after the adoption of financial statements for the financial year ended 31 March 2019 by the Members of the Company. During FY 2018-19, the Non-Executive Directors did not have any other pecuniary relationship or transactions with the Company.

(c) Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee comprises of Mr. A.K Hirjee, as Chairman and Mr. Nimesh Kampani, Mr. Jeh N Wadia, Mr. Varun Berry as Members of the Committee.

Mr. Jairaj Bham was the Company Secretary and Compliance Officer of the Company from 15 May 2018 to 12 October 2018. Mr. T. V. Thulsidass has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. 15 October 2018.

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.

During the year under review, three (3) meetings of Stakeholders' Relationship Committee were held. These were on 23 August 2018, 12 November 2018 and 28 March 2019.

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 issuance of duplicate share/security certificates by the Company as per the approval matrix;
- Overseeing various issues relating to shareholders/security holders, including redressal of complaints relating to transfer of shares/security, non-receipt of annual reports, dividends declared etc.

- Review of the various measures and initiatives taken by the Company for 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).

Shareholders' Complaints:

No. of Shareholders' complaints received during the year	44
No. of complaints disposed off during the year	40
No. of complaints not resolved to the satisfaction of Shareholders'	Nil
No. of pending complaints	4*

*Out of the Four (4) Shareholders' Complaints pending as on 31 March 2019, Three (3) were resolved on 1 April 2019 and One (1) was resolved on 3 April 2019.

(d) Finance Committee:

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

During the year under review, Mr. S.S Kelkar ceased to be the Member of the Committee w.e.f. 23 August 2018 and Mr. Varun Berry was appointed as Member of the Committee w.e.f. 7 February 2019.

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, the Committee met twice on 6 August 2018 and 28 March 2019.

(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, Mrs. Ranjana Kumar, Dr. Ajay Shah, Dr. Y.S.P Thorat 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, the Committee met once on 22 June 2018.

(f) Corporate Social Responsibility (CSR) Committee:

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

During the year under review, Mr. S.S Kelkar ceased to be the Member of the Committee w.e.f. 23 August 2018 and Dr. Y.S.P Thorat was appointed as Member of the Committee w.e.f. 7 February 2019.

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.

During the year under review, the Committee met once on 7 February 2019.

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;
- 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.

During the year under review, Mr. Keki Elavia was appointed as Member of the Committee w.e.f. 7 February 2019. The Committee met once on 12 November 2018.

(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) Attendance of Directors at Meetings of Committees:

The Attendance of Directors at Meetings of various aforementioned Committees is given below:

Name of the Directors	ACM	NRC	SRC	FC	SISC	CSR	RMC
Mr. Nusli N Wadia	-	3/3	-	-	1/1	-	-
Mr. Varun Berry	-	-	2/3	1/2	1/1	-	1/1
Mr. A K Hirjee	7/10	2/3	3/3	2/2	-	-	-
Mr. Avijit Deb	8/10	-	-	-	-	-	-
Mr. S S Kelkar	-	-	1/3#	1/2#	-	-	-
Mr. Nimesh N Kampani	9/10	3/3	3/3	-	-	-	-
Mr. Jeh N Wadia	-	-	3/3	-	-	-	-
Mr. Keki Dadiseth	9/10	3/3	-	-	1/1	1/1	1/1
Dr. Ajai Puri	-	3/3	-	-	1/1	1/1	-
Mr. Ness N Wadia	7/10	-	-	1/2	1/1	1/1	-
Mrs. Ranjana Kumar	-	-	-	-	0/1	-	-
Dr. Ajay Shah	-	-	-	-	1/1	-	1/1
Dr. Y.S.P Thorat	-	-	-	-	1/1	-	1/1
Mr. Keki Elavia	10/10	-	-	-	-	-	-
Mrs. Tanya Arvind Dubash*	-	-	-	-	-	-	-

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

* Mrs. Tanya Avind Dubash was appointed as an Additional and Independent Director of the Company w.e.f. 7 February 2019 subject to the approval of members.

Mr. S.S Kelkar resigned w.e.f. 23 August 2018 and attended the Committee Meetings held on or before 23 August 2018.

4. INDEPENDENT DIRECTORS:

In the opinion of the Board, the Independent Director's 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/Draft%20Letter%20of%20%20Appointment%20-%20Independent%20Directors.pdf

During the year under review, Meeting of the Independent Directors was held on 7 February 2019, 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 except Mr. Avijit Deb attended the Meeting.

Familiarization Programme:

At the time of induction, the Company familiarizes the Independent Directors with regard to their role & responsibilities, industry outlook, business strategy, Company's operations 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
6 August 2018	JW MARRIOTT, 4A, J.B.S Haldane Avenue, Tangra, Kolkata, West Bengal 700 105	11.00 A.M	<ul style="list-style-type: none"> Appointment of Mr. Keki Elavia as 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.
7 August 2017	Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata - 700 098	11.00 A.M	None
8 August 2016			

b. Resolution passed through Postal ballot during Financial Year 2018-19:

During the year under review, the Company has conducted postal ballot and e-voting for approval of the following:

- Sub-Division of Equity Shares of the Company.
- Amendment of Capital Clause of Memorandum of Association of the Company.
- Amendment of Article 5 of the Articles of Association of the Company.
- Amendment of Britannia Industries Limited Employee Stock Option Scheme.

The brief details of Postal Ballot Process are given below:

Particulars	Date
Date of Notice of Postal Ballot	23 August 2018
Start of Voting Period	16 September 2018 (9:00 A.M)
End of Voting Period	15 October 2018 (5:00 PM)
Scrutinizer for Postal Ballot and E-Voting	Mr. P. N. Parikh (CP No. 1228) and failing him Mr. Mitesh Dhabliwala (CP No. 9511) of M/s. Parikh & Associates, Practicing Company Secretaries.
Date of declaration of results	17 October 2018

The details of the voting pattern are given below:

S. No.	Resolutions passed through Postal Ballot and E-Voting	Votes in favour of the resolution (%)	Votes against the resolution (%)
1.	Sub-division of Equity Shares of the Company	99.9984	0.0016
2.	Amendment of the Capital Clause of the Memorandum of Association of the Company	99.9964	0.0036
3.	Amendment of Article 5 of the Articles of Association of the Company	99.9870	0.0130
4.	Amendment of Britannia Industries Limited Employee Stock Option Scheme ("ESOS")	99.4966	0.5034

c. 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.

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 <http://britannia.co.in/investors/presentations>

7. GENERAL SHAREHOLDER INFORMATION

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

Friday, 9 August 2019 at 11 A.M. at Hyatt Regency, JA-1, Sector 3, Salt lake City, Kolkata – 700098.

(ii) Financial Year: 1 April 2019 to 31 March 2020

Tentative Calendar for Approval of Financial Results is given below:

Period	Timeline
For the first quarter ending 30 June 2019	2 nd week of August 2019
For the second quarter and half year ending 30 September 2019	2 nd week of November 2019
For the third quarter ending 31 December 2019	1 st week of February 2020
For the fourth quarter and year ending 31 March 2020	3 rd week of May 2020

(iii) Book closure period: Saturday, 3 August 2019 to Friday, 9 August 2019 (both days inclusive)

(iv) Dividend Payment date: Dividend will be paid/dispatched on or before 21 August 2019.

(v) Listing on Stock Exchanges: The Company's equity shares are listed on:

Name of the stock exchange	Address	Stock Code
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 023	500825
National Stock Exchange of India Limited (NSE)	Exchange Plaza, 5 Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	BRITANNIA

The annual listing fees for equity shares have been paid to the aforesaid Stock Exchanges for FY 2019-20.

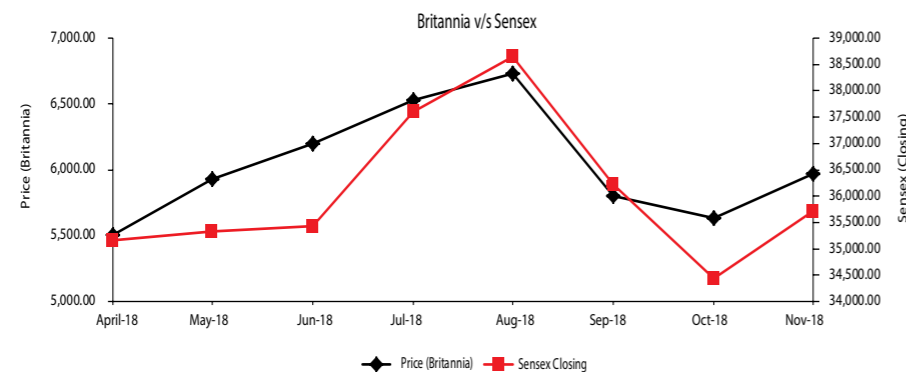
(vi) Stock Price Data:

Month	BSE			BSE (Sensex Closing)	NSE			NSE (Nifty Closing)
	(In ₹)				(In ₹)			
	High	Low	Closing		High	Low	Closing	
2018								
April	5,534.95	4,984.65	5,506.75	35,160.36	5,536.45	4,974.40	5,513.20	10,739.35
May	6,011.80	5,290.75	5,930.55	35,322.38	6,015.80	5,301.00	5,923.95	10,736.15
June	6,237.05	5,719.00	6,196.40	35,423.48	6,257.95	5,710.60	6,213.75	10,714.30
July	6,565.95	6,178.20	6,530.05	37,606.58	6,574.20	6,170.15	6,542.20	11,356.50
August	6,944.10	6,170.00	6,733.40	38,645.07	6,934.35	6,170.00	6,736.75	11,680.50
September	6,809.85	5,361.00	5,800.90	36,227.14	6,814.95	5,370.05	5,823.50	10,930.45
October	5,931.00	5,220.05	5,634.55	34,442.05	5,880.00	5,256.00	5,644.10	10,386.60
November*								
Before Sub Division	6,074.50	5,551.15	5,968.00	35,716.95	6,080.00	5,565.00	5,961.75	10,728.85
After Sub Division	3,193.00	2,990.00	3,159.25	36,194.30	3,197.00	2,985.00	3,169.75	10,876.75
December	3,245.10	2,933.85	3,118.40	36,068.33	3,245.00	2,930.00	3,115.40	10,862.55
2019								
January	3,270.40	3,064.55	3,195.95	36,256.69	3,270.00	3,063.00	3,197.70	10,830.95
February	3,317.00	2,758.95	3,059.95	35,867.44	3,316.00	2,759.00	3,056.90	10,792.50
March	3,179.30	3,008.10	3,081.95	38,672.91	3,178.80	3,009.00	3,085.50	11,623.90

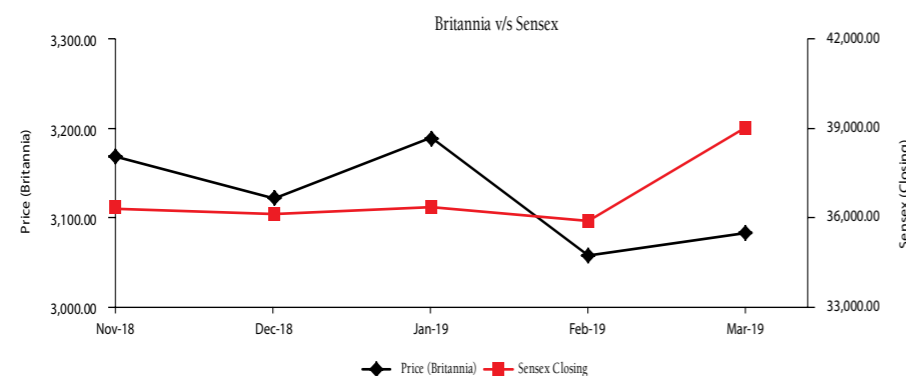
*The Company has sub-divided the face value of equity share from ₹ 2 each to ₹ 1 each w.e.f. 30 November 2018.

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

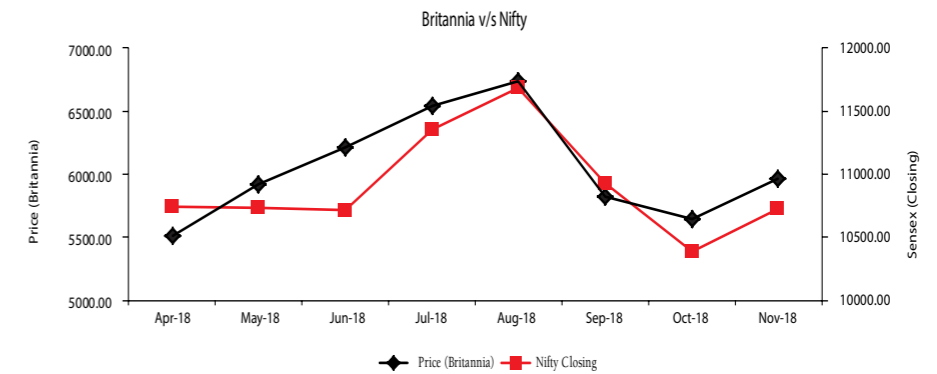
BSE April - November (Before sub-division)



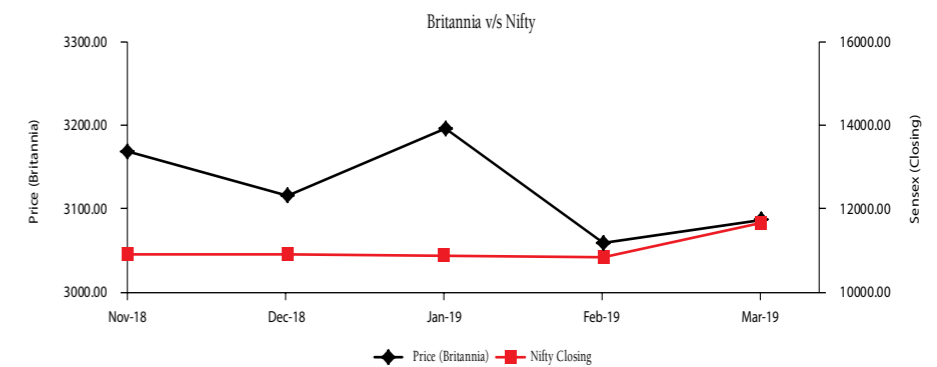
BSE November - March (After sub-division)



NSE April - November (Before sub-division)



NSE November - March (After sub-division)



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

During FY 2018-19, the Company has transferred unpaid and unclaimed dividend of ₹ 48,70,333 and unpaid/unclaimed debenture interest of ₹ 24,30,938 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 2019, the Company's unpaid / unclaimed dividend / interest / debenture redemption proceeds account had a balance of ₹ 12,64,86,625.60.

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 24,016 equity shares held by 62 shareholders as on 31 March, 2011 whose dividends were remaining unpaid/unclaimed for 7 consecutive years i.e., from FY 2010-11 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.

(ix) Registrar and Transfer Agent:

M/s. Karvy Fintech Private Limited (formerly known as Karvy Computershare 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, transfer deeds, demat requests and other communications in relation thereto should be sent to the address mentioned below:

Karvy Fintech Private Limited

Unit: Britannia Industries Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad – 500 032
Tel. No.: +91 40 6716 2222; Fax No. +91 40 2342 0814
Email: einward.ris@karvy.com

(x) Share Transfer System

Shareholders' requests for transfer / transmission of equity shares and other related matters are handled by Registrar and Transfer Agent and are effected within 15 days from the date of receipt, 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.

(xi) Distribution of shareholding as on 31 March 2019:

Group of Shares	No. of Shareholders	% to total no. of shareholders	No. of shares held	% to total shares
1-500	1,30,275	91.96	67,50,870	2.81
501-1000	3,813	2.69	28,87,492	1.20
1001-2000	3,627	2.56	48,83,288	2.03
2001-10000	3,065	2.16	1,14,94,811	4.78
10001 and above	879	0.62	21,43,01,833	89.17
Total	1,41,659	100.00	24,03,18,294	100.00

(xii) 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, if all the documents are valid and in order. As on 31 March 2019, out of the total 24,03,18,294 equity shares, 23,61,75,091 equity shares representing 98.28% of the total paid up share capital were held in dematerialised form with NSDL and CDSL.

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

Not Applicable.

(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 given the credit rating of CRISIL AAA and CRISIL 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 FY 2018-19, 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 FY 2018-19, 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 FY 2018-19, 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 Listing Regulations, 2015. The same is available on the website of the Company.

Web link: 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 2019 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. B S R & Co, LLP, Statutory Auditors:

Total fees for all services paid by the Company and its subsidiaries in India, on a consolidated basis, to M/s. B S R & Co, LLP, Statutory Auditors within the network firm/network entity of which the statutory auditor is a part is ₹ 1,55,51,500.

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

Number of complaints filed during the financial year	1
Number of complaints disposed of during the financial year	1
Number of complaints pending as on end of the financial year	Nil

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 FY 2018-19 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 2019.

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.

As on 31 March 2019, 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.

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 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's quarterly and half-yearly results are published in the newspapers and also uploaded on its website. The Company provides the copy of the quarterly and half-yearly results only 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 FY 2018-19.

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 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 2019.

For Britannia Industries Limited

Place: Bangalore
Date: 22 April 2019

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

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

To,
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 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 Clause 10(i) of Para C of Schedule V of 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, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March 2019 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.

S. No.	Name of Director	Director Identification Number	Date of Appointment in the Company
1.	Mr. Nusli N. Wadia	00015731	05/09/1993
2.	Mr. Varun Berry	05208062	11/11/2013
3.	Mr. A. K. Hirjee	00044765	05/09/1993
4.	Mr. Nimesh N. Kampani	00009071	29/03/2001
5.	Mr. Avijit Deb	00047233	04/06/1996
6.	Mr. Jehangir N. Wadia	00088831	14/09/2005
7.	Mr. Keki Dadiseth	00052165	31/05/2006
8.	Dr. Ajai Puri	02631587	30/04/2009
9.	Mr. Ness N. Wadia	00036049	29/04/2010
10.	Mrs. Ranjana Kumar	02930881	08/07/2014
11.	Dr. Y. S. P. Thorat	00135258	13/02/2017
12.	Dr. Ajay Shah	01141239	13/02/2017
13.	Mr. Keki Elavia	00003940	07/08/2017
14.	Mrs. Tanya Arvind Dubash	00026028	07/02/2019

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

Place : Mumbai
Date : 1 July 2019

P. N. Parikh
FCS: 327 CP: 1228

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Britannia Industries Limited

Independent Auditor's certificate on Compliance of Corporate Governance Report

This certificate is issued in accordance with the terms of our engagement letter dated 1 October 2018 and addendum dated 20 June 2019.

Britannia Industries Limited ('the Company') requires Independent Auditor's Certificate on Corporate Governance 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') for the period 1 April 2018 to 31 March 2019.

Management Responsibility

The preparation of the Corporate Governance Report is the responsibility of the management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is responsible for ensuring that the Company complies with the requirements as stipulated in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Listing Regulations for the period 1 April 2018 to 31 March 2019. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation.

Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance as to whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the period 1 April 2018 to 31 March 2019.

We have examined the compliance of conditions of Corporate Governance by the Company for the period 1 April 2018 to 31 March 2019 as per Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special

Purposes, Guidance note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("the ICAI") and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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.

Opinion

In our opinion and to the best of information and according to the explanations given to us and representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

This certificate is issued solely for the purpose of complying with Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2018 to 31 March 2019 and may not be suitable for any other purpose. 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 B S R & Co. LLP
Chartered Accountants

Firm registration number: 101248W/W-100022

Supreet Sachdev
Partner

Place: Bengaluru
Date: 1 July 2019

Membership number: 205385
ICAI UDIN: 19205385AAAAAD2013

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 FY 2018-19.

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	2018-19
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 Country.

SECTION B: FINANCIAL DETAILS OF THE COMPANY (STANDALONE)		
1.	Paid up Capital (INR)	₹ 24.03 Crores
2.	Total Turnover (INR)	₹ 10,389.49 Crores
3.	Total Profit After Taxes (INR)	₹ 1,122.20 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., ₹ 24.73 Crores. The Company has spent ₹ 24.73 Crores on CSR activities for FY 2018-19.
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 Directors’ 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:

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

(b) Details of the BR head:

Sr. No	Particulars	Details
1	DIN Number (if applicable)	NA
2	Name	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)

Sr. 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 ISO 22K, ISO 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 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, Risk Management 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:
http://britannia.co.in/pdfs/Code_of_conduct/COBCforEmployeesFINAL.pdf
- b. CSR Policy:
http://britannia.co.in/pdfs/Code_of_conduct/policies/Corporate-Social-Responsibility-Policy.pdf
- c. Whistle Blower Policy:
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 <i>inter alia</i> 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.
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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, 3 complaints/issues were reported under vigil mechanism and the same have been satisfactorily resolved.
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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.
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 Directors' 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. These include on-site physical activities, self-defense master classes for women, workshops on financial health, physical health check up and mental health counseling sessions for overall well-being of employees.

1. Total number of employees on rolls	4480
2. Total number of employees hired on temporary/contractual/casual basis	9872
3. Number of permanent women employees	248
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?	~21%
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 2018-19, the Company received One (1) complaint under Anti-Sexual Harassment policy and the same has been resolved satisfactorily.
8. During the FY 2018-19, 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 Directors' 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 2018-19, the Company received One (1) complaint under Anti-Sexual Harassment policy and the same has been satisfactorily 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 2018-19, the Company has taken various initiatives for conservation of energy and reducing its environmental impact as given in Annexure A of the Directors' 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. The Company has extended the program of deploying air pre-heaters for energy recovery in ovens to all own and major third party manufacturing units. Solar energy sourcing for Bidadi factory and wind energy for all four factories in Tamil Nadu have enabled the Company to initiate its journey into renewable energy. The Company is further exploring various renewable energy options in other manufacturing units and evaluating own investment in solar and wind energy for Ranjangaon factory.
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 Directors' Report and the same is disclosed on the website of the Company 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) 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 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 Directors' 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 ₹ 24.73 Crores as part of its CSR initiatives. Details of the projects are provided in Annexure-B - CSR Report forming part of Directors' 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 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 91% of the complaints received during the financial year ended 31 March 2019.
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 2019, 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 on monthly basis 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

We have audited the standalone financial statements of Britannia Industries Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2019, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

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, of the state of affairs of the Company as at 31 March 2019, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Revenue Recognition

See note 3(h), note 26 and note 55 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>The principal products of the Company comprises food products that are mainly sold through distributors, modern trade and direct sale channels amongst others. Revenue is recognised when the customer obtains control of the goods.</p> <p>We identified revenue recognition as a key audit matter because the Company and its external stakeholders focus on revenue as a key performance indicator. This could create an incentive for revenue to be overstated or recognised before control has been transferred.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. We evaluated the design of key controls and operating effectiveness of the relevant key controls with respect to revenue recognition on selected transactions. We performed substantive testing by selecting samples of revenue transactions, recorded during the year by testing the underlying documents using statistical sampling. We carried out analytical procedures on revenue recognised during the year to identify unusual variances. We performed confirmation procedures on selected customer balances at the balance sheet date. We tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognised in the appropriate financial period. We tested manual journal entries posted to revenue to identify unusual items.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 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

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.

Related party transactions

See note 15, note 38 and note 44 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company has entered into several transactions with related parties during the year 2018-19. We identified related party transactions as a key audit matter because of risks with respect to completeness of disclosures made in the financial statements; non-compliance with statutory regulations governing related party relationships such as the Companies Act 2013 and SEBI Regulations and the judgement involved in assessing whether transactions with related parties are undertaken at arms' length.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> We carried out an assessment of the key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standard. We carried out an assessment of compliance with the listing regulations and the regulations under the Companies Act, 2013, including checking of approvals/ scrutiny as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions. In cases where the matter was subject to interpretation, we exercised judgement to rely on opinions provided by legal practitioners. We considered the adequacy and appropriateness of the disclosures in the financial statements, relating to the related party transactions. For transactions with related parties, we inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. We also tested completeness of related parties with reference to the various registers maintained by the Company statutorily. We have tested on a sample basis, Management's assessment of related party transactions for arm's length pricing.

Tax litigations – provisions and contingencies

See note 3(n), note 25, note 35 and note 40 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company is involved in several ongoing direct and indirect tax litigations in various states of India.</p> <p>The Company recognises a provision when it 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.</p> <p>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.</p> <p>We have identified tax litigations, provisions and contingencies as a key audit matter because it requires the management to make judgements and estimates in relation to the exposure arising out of litigations. The key judgement lies in the estimation of provisions where they may differ from the future obligations. The Company operates under several tax laws and some of these have a significant impact on the financial statements of the Company.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> We tested the effectiveness of key controls around the recording and assessment of tax provisions and contingent liabilities. We used our own tax specialists to assess the value of the provisions and contingent liabilities in light of the nature of the exposures, applicable regulations and related correspondences with the authorities. We assessed the relevant historical and recent judgments passed by the court authorities. Obtained Management's assessment of the open cases and compared the same to the assessment of our tax specialists to assess the reasonableness of the provision or contingency. Considered the adequacy of the Company's disclosures made in relation to taxation related provisions and contingencies in the financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The information included in the annual report is expected to be made available to us after the date of the auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do 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 other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are 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 state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (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.

In preparing the standalone financial statements, management and Board of Directors are 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.

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

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 SAs 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.

As part of an audit in accordance with SAs, 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 to draw attention in our auditor's report to the related disclosures in the standalone 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 Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (A) As required by Section 143(3) of the Act, we report 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 purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2019 taken

on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 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 Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its standalone financial statements - Refer Note 40 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.

- (C) With respect to the matter to be included in the Auditors' Report under Section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

for B S R & Co LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Place: Bangalore
Date: 1 May 2019

Supreet Sachdev
Partner
Membership No: 205385

ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT

With reference to the Annexure A referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditor’s Report to the Members of the Company on the standalone financial statements for the year ended 31 March 2019, 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 programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified during the year. No material discrepancies were observed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

In respect of immovable properties been taken on lease and disclosed as property, plant and equipment in the standalone Ind AS financial statements, the lease agreements are in the name of the Company.
- (ii) The inventory, except goods-in-transit and stocks lying with third parties, have been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stock and the book records were not material and have been appropriately dealt with in the books of accounts. For stocks lying with third parties at the year-end, written confirmations have been obtained by the Management.
- (iii) According to information and explanations given to us, the Company has granted loans to two companies and one other party covered in the register maintained under section 189 of the Companies Act, 2013 (“the Act”).
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the companies and the other party listed in the Register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.

- (b) In the case of the loans granted to the companies and the other party listed in the Register maintained under Section 189 of the Act, the borrowers have been regular in the repayment of the principal and payment of interest, wherever stipulated.
- (c) There are no overdue amounts in respect of loans granted to companies and the other party listed in the Register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and security given.
- (v) The Company has not accepted any deposits from the public within the meaning the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the products manufactured by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees State Insurance, Income-tax, Duty of customs, Goods and Services tax, cess and any other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Sales-tax, Service-tax, Duty of excise and Value added tax during the year. Also refer note 35 to the financial statements.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees State Insurance, Income-tax, Duty of customs, Goods and Services tax, cess and any other material statutory dues were in arrears, as at 31 March 2019, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues which have not been deposited by the Company on account of disputes, except for the following:

Statute/ Nature of dues	Amount* (₹)	Period to which the amount relates	Forum where dispute is pending
Excise duty (including service tax)	26,778,056	1980-1999	High Court
	659,115,415	1994-2014	CESTAT
	330,014,008	1986-2017	Appellate Authority up to Commissioner's level
Sales tax/ Value added tax	8,182,867	1998-2001	Supreme Court
	903,083,647	2000-2017	High Court
	27,908,860	1996-2009	Tribunal
	696,841,973	1999-2017	Appellate Authority up to Commissioner's level
Customs duty	7,833,410	2004-2014	Appellate Authority up to Commissioner's level - Customs
Income-tax	301,500,921	1992-2006	High court
	163,901,107	1991-2014	ITAT
	180,835,162	2009-2017	Appellate Authority up to Commissioner

*The amounts disclosed are net of payments and include interest and penalties, wherever applicable.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to the financial institution and bank. The Company does not have any outstanding loans or borrowings from the government or debenture holder during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year.
- (x) According to the information and explanations given to us, no material fraud on the Company by its officers and employees or fraud by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) According to the information and explanations given to us, in our opinion the Company is not a Nidhi Company as prescribed under Section 406 of the Act.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where

applicable, and details of all transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanation given to us and in our opinion the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

for B S R & Co LLP
Chartered Accountants
Firm’s Registration No.: 101248W/W-100022

Place: Bangalore
Date: 1 May 2019

Supreet Sachdev
Partner
Membership No: 205385

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF BRITANNIA INDUSTRIES LIMITED ("THE COMPANY") FOR THE YEAR ENDED 31 MARCH 2019

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

(Referred to in paragraph 1(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Britannia Industries Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 its business, including adherence to 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 whether such controls operated effectively in all material respects.

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 included 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.

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 financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

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

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.

for B S R & Co LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Place: Bangalore
Date: 1 May 2019

Supreet Sachdev
Partner
Membership No: 205385

BALANCE SHEET

		₹ in Crores	
As at	Note	31 March 2019	31 March 2018
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4	1,283.85	1,008.31
(b) Capital work-in-progress	4	64.91	200.28
(c) Investment property	5	36.13	14.99
(d) Intangible assets	6	7.62	7.97
(e) Financial assets			
(i) Investments	7	1,050.97	450.65
(ii) Loans receivable	8	15.55	86.74
(iii) Other financial assets	9	1.00	-
(f) Deferred tax assets, (net)	34	-	8.68
(g) Income-tax assets, (net)	34	29.52	14.07
(h) Other non-current assets	10	93.15	68.09
Total non-current assets		2,582.70	1,859.78
(2) Current assets			
(a) Inventories	11	718.89	594.58
(b) Financial assets			
(i) Investments	12	594.70	735.48
(ii) Trade receivables	13	350.96	230.32
(iii) Cash and cash equivalents	14	24.73	88.91
(iv) Bank balances other than (iii) above	14	15.75	8.34
(v) Loans receivable	15	1,121.41	820.41
(vi) Other financial assets	16	119.54	98.51
(c) Other current assets	17	124.29	190.97
Total current assets		3,070.27	2,767.52
Total assets		5,652.97	4,627.30
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	18	24.03	24.01
(b) Other equity	19	4,015.42	3,211.27
Total equity		4,039.45	3,235.28
(2) Liabilities			
(A) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	0.26	0.30
(ii) Other financial liabilities	21	27.03	24.97
(b) Deferred tax liabilities, (net)	34	3.87	-
(c) Government grant	47	-	0.72
Total non-current liabilities		31.16	25.99
(B) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	-	9.01
(ii) Trade payables	22		
(a) total outstanding dues of micro enterprises and small enterprises		1.78	1.55
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,030.76	864.81
(iii) Other financial liabilities	23	205.17	182.62
(b) Other current liabilities	24	84.83	82.05
(c) Government grant	47	0.71	0.71
(d) Provisions	25	188.52	171.05
(e) Current tax liabilities, (net)	34	70.59	54.23
Total current liabilities		1,582.36	1,366.03
Total liabilities		1,613.52	1,392.02
Total equity and liabilities		5,652.97	4,627.30
Significant accounting policies	3		

See accompanying notes to standalone financial statements

As per our report of even date attached

for B S R & Co. LLP

Chartered Accountants

ICAI Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors

Chairman : Nusli N Wadia
 Managing Director : Varun Berry
 Directors : A K Hirjee
 Keki Elavia
 Nimesh N Kampani
 Avijit Deb
 Jeh N Wadia
 Keki Dadiseth

Ajai Puri
 Ness N Wadia
 Ranjana Kumar
 Y.S.P Thorat
 Tanya Arvind Dubash

Supreet Sachdev

Partner

Membership number: 205385

Chief Financial Officer : N. Venkataraman
 Company Secretary : T.V. Thulsidass

Place: Bangalore
 Date : 1 May 2019

Place: Mumbai
 Date : 1 May 2019

STATEMENT OF PROFIT AND LOSS

		₹ in Crores	
For the year ended	Note	31 March 2019	31 March 2018
I. Revenue from operations			
Sale of goods / Income from operations	26	10,389.49	9,282.04
Other operating revenues	26	92.96	98.13
		10,482.45	9,380.17
II. Other income			
	27	190.52	155.93
III. Total Income (I+II)		10,672.97	9,536.10
IV. Expenses:			
Cost of materials consumed	28	4,944.77	4,405.17
Excise duty		-	76.11
Purchases of stock-in-trade	29	1,381.88	1,372.46
Changes in inventories of finished goods, work-in-progress and stock-in-trade	30	(49.02)	(4.18)
Employee benefits expense	31	321.64	294.87
Finance costs	32	1.54	1.45
Depreciation and amortisation expense	4, 5, 6	135.00	119.76
Other expenses	33	2,221.05	1,825.26
Total expenses		8,956.86	8,090.90
V. Profit before tax (III-IV)		1,716.11	1,445.20
VI. Tax expense:			
(i) Current tax	34	581.36	499.56
(ii) Deferred tax	34	12.55	(2.25)
		593.91	497.31
VII. Profit for the year (V-VI)		1,122.20	947.89
VIII. Other comprehensive income			
<i>Items that will not be reclassified subsequently to statement of profit or loss</i>			
Remeasurements of the net defined benefit (liability)/asset		(3.21)	(0.58)
Income-tax relating to items not to be reclassified subsequently to statement of profit or loss		1.12	0.20
Other comprehensive income, net of tax		(2.09)	(0.38)
IX. Total comprehensive income for the year (VII+VIII)		1,120.11	947.51
Earnings per share (face value of ₹ 1 each)			
Basic [in ₹]	41	46.71	39.48
Diluted [in ₹]		46.68	39.46
Weighted average number of equity shares used in computing earnings per share:			
- Basic		240,246,514	240,092,954
- Diluted		240,427,551	240,214,276
Significant accounting policies	3		

See accompanying notes to standalone financial statements

As per our report of even date attached

for B S R & Co. LLP

Chartered Accountants

ICAI Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors

Chairman : Nusli N Wadia
 Managing Director : Varun Berry
 Directors : A K Hirjee
 Keki Elavia
 Nimesh N Kampani
 Avijit Deb
 Jeh N Wadia
 Keki Dadiseth

Ajai Puri
 Ness N Wadia
 Ranjana Kumar
 Y.S.P Thorat
 Tanya Arvind Dubash

Supreet Sachdev

Partner

Membership number: 205385

Chief Financial Officer : N. Venkataraman
 Company Secretary : T.V. Thulsidass

Place: Bangalore
 Date : 1 May 2019

Place: Mumbai
 Date : 1 May 2019

STATEMENT OF CHANGES IN EQUITY

Particulars	Equity share capital				Other equity				Total equity attributable to equity holders of the Company
	Equity share capital	Securities premium	Retained earnings	Capital reserve	Surplus	Capital redemption reserve	Other comprehensive income		
							General reserve	Share options outstanding account	
Balance as at 1 April 2017	24.00	30.00	1,979.86	0.43	3.96	538.30	5.92	(0.49)	2,581.98
Changes in equity for the year ended 31 March 2018									
Increase in share capital on exercise of employee stock options	0.01	-	-	-	-	-	-	-	0.01
Share based payment [Refer note 31]	-	-	-	-	-	8.64	-	-	8.64
Transfer to general reserve	-	-	(94.79)	-	-	94.79	-	-	(94.79)
Transfer from retained earnings	-	-	-	-	-	-	-	-	94.79
Transfer to securities premium on issue of equity shares	-	15.05	-	-	-	-	-	-	15.05
Transfer to securities premium from share options outstanding account	-	3.12	-	-	-	(3.12)	-	-	-
Dividends (including dividend distribution tax)	-	-	(317.91)	-	-	-	-	-	(317.91)
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	(0.38)	(0.38)
Profit for the year	-	-	947.89	-	-	-	-	-	947.89
Balance as at 31 March 2018	24.01	48.17	2,515.05	0.43	3.96	633.09	11.44	(0.87)	3,235.28
Balance as at 1 April 2018	24.01	48.17	2,515.05	0.43	3.96	633.09	11.44	(0.87)	3,235.28
Changes in equity for the year ended 31 March 2019									
Increase in share capital on exercise of employee stock options	0.02	-	-	-	-	-	-	-	0.02
Share based payment [Refer note 31]	-	-	-	-	-	16.12	-	-	16.12
Transfer to general reserve	-	-	(112.22)	-	-	-	-	-	(112.22)
Transfer from retained earnings	-	-	-	-	-	112.22	-	-	112.22
Transfer to securities premium on issue of equity shares	-	29.77	-	-	-	-	-	-	29.77
Transfer to securities premium from share options outstanding account	-	7.63	-	-	-	(7.63)	-	-	-
Dividends (including dividend distribution tax)	-	-	(361.85)	-	-	-	-	-	(361.85)
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	(2.09)	(2.09)
Profit for the year	-	-	1,122.20	-	-	-	-	-	1,122.20
Balance as at 31 March 2019	24.03	85.57	3,163.18	0.43	3.96	745.31	19.93	(2.96)	4,039.45

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

for B S R & Co. LLP

Chartered Accountants

ICAI Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors

Chairman

Managing Director

Directors

: Nusli N Wadia

: Varun Berry

: A K Hirjee

: Keki Elavia

: Nimesh N Kampani

: Avijit Deb

: Jeh N Wadia

: Keki Dadiseth

: N. Venkataraman

: T.V. Thulsidas

Supreet Sachdev

Partner

Membership number: 205385

Place: Bangalore

Date: 1 May 2019

STATEMENT OF CASH FLOW

For the year ended	₹ in Crores	
	31 March 2019	31 March 2018
Cash flow from operating activities		
Profit before tax	1,716.11	1,445.20
Adjustments for :		
Depreciation and amortisation	135.00	119.76
Share based payment expense	16.12	8.64
Net gain on financial asset measured at fair value through statement of profit and loss	(53.09)	(47.58)
Profit on disposal of property, plant and equipment	(1.16)	(0.45)
Interest income	(128.50)	(102.97)
Finance costs	1.54	1.45
	1,686.02	1,424.05
Changes in		
Inventories	(124.31)	8.03
Trade receivables	(120.64)	(103.91)
Loans receivable, other financial assets and other assets	46.40	86.16
Accounts payables, other financial liabilities, other liabilities and provisions	205.51	252.73
Cash generated from operating activities	1,692.98	1,667.06
Income-tax paid, net of refund	(579.33)	(484.48)
Net cash from operating activities	1,113.65	1,182.58
Cash flow from investing activities		
Acquisition of property, plant and equipment and intangible assets	(314.39)	(391.98)
Proceeds from sale of property, plant and equipment	1.82	2.39
Purchase of investments, net	(316.76)	(512.44)
Investment in subsidiaries	(89.69)	(26.20)
Inter- corporate deposits placed	(837.00)	(686.00)
Inter-corporate deposits redeemed	611.79	595.00
Loans given to subsidiaries	-	(0.33)
Loans repaid by subsidiaries	-	89.28
Interest received	113.13	107.50
Net cash used in investing activities	(831.10)	(822.78)
Cash flow from financing activities		
Interest paid	(1.82)	(1.81)
Proceeds from share allotment	29.79	15.06
Proceeds / (Repayment) of borrowings	0.15	(0.14)
Dividends paid (including dividend distribution tax)	(354.38)	(317.38)
Net cash used in financing activities	(326.26)	(304.27)
Net change in cash and cash equivalents	(43.71)	55.53
Cash and cash equivalents at beginning of year	66.84	11.31
Cash and cash equivalents at end of year	23.13	66.84

STATEMENT OF CASH FLOW

₹ in Crores

For the year ended	31 March 2019	31 March 2018
Note:		
Cash and cash equivalents at the end of the year [Refer note 14]	24.73	88.91
Book overdraft [Refer note 23]	(1.60)	(13.06)
Bank overdraft [Refer note 20]	-	(9.01)
	23.13	66.84
Debt reconciliation statement in accordance with Ind AS 7		
Non current borrowings and current maturities of long term borrowings		
Opening balance	1.59	1.73
Proceeds / (Repayment) of borrowings	0.15	(0.14)
Closing balance	1.74	1.59
Significant accounting policies [Refer note 3]		

See accompanying notes to standalone financial statements

As per our report of even date attached

for B S R & Co. LLP

Chartered Accountants

ICAI Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors

Chairman : Nusli N Wadia

Managing Director : Varun Berry

Directors : A K Hirjee Ajai Puri

Keki Elavia Ness N Wadia

Nimesh N Kampani Ranjana Kumar

Avijit Deb Y.S.P Thorat

Jeh N Wadia Tanya Arvind Dubash

Keki Dadiseth

Supreet Sachdev

Partner

Membership number: 205385

Chief Financial Officer : N. Venkataraman

Company Secretary : T.V. Thulsidass

Place: Bangalore

Date : 1 May 2019

Place: Mumbai

Date : 1 May 2019

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 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 1 May 2019.

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 36 - 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 2019 is included in the following notes:

- Note 45 - 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 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

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.

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.

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 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 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

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

internal technical evaluation performed by the Company and is recognised in the Statement of Profit and Loss. Assets acquired under finance 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 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.

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 profit or loss.

The fair values of investment property is disclosed in the notes accompanying 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 development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

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 any accumulated impairment losses.

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 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 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.

(e) Leases

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.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases, where the Company is a lessor, is recognised in income 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

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 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently 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.

(h) Revenue recognition

Effective 1 April 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue Recognition. The Company has adopted Ind AS 115 using the cumulative effect method (without practical expedients), with the effect of initially applying this standard recognised at the date of initial application (i.e. 1 April 2018). Accordingly, the information presented for the year ended 31 March 2018 has not been restated – i.e. it is presented, as previously reported, under Ind AS 18 and related interpretations.

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 selected 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

(i) Business combination

Business combinations arising from transfers of interest in entities that are under the control of the shareholder that controls 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.

(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 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.

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.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

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.

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 be made of the amount of the obligation. When the Company 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.

(o) 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.

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 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 (SBP) 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.

(q) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

(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

Standards issued but not effective on Balance Sheet date:

Ind AS 116 - Leases

The Company is required to adopt Ind AS 116 Leases from 1 April 2019. Ind AS 116 replaces existing leases guidance, including Ind AS 17 Leases. 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. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases.

i. Leases in which the Company is a lessee

Under the new standard, the Company will be required to recognise new assets and liabilities for its operating leases. The nature of expenses related to those leases will now change because the Company will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities. Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised. The Company is in the process of evaluating the potential impact of the adoption of Ind AS 116 on accounting policies followed in its financial statements. The quantitative impact of adoption of Ind AS 116 on the financial statements in the period of initial application is not reasonably estimable as at present.

ii. Leases in which the Company is a lessor

No impact is expected for leases in which the Company is a lessor.

iii. Transition

The Company plans to apply Ind AS 116 using the modified retrospective method, with the effect of initially applying this standard recognised at the date of initial application (i.e. 1 April 2019) in retained earnings. As a result, the Company will not present individual line items appearing under comparative period presentation.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

An entity shall recognise the income tax consequences of dividends when it recognises a liability to pay a dividend. Therefore, the entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any significant impact of this amendment on its financial statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

The amendment to Appendix C of Ind AS 12 outlines the following:

- (a) whether an entity considers uncertain tax treatments separately - The entity shall use judgement to determine whether each tax treatment should be considered separately or together with one or more other uncertain tax treatments based on which approach better predicts the resolution of the uncertainty and in determining the approach an entity might consider how it prepares its income tax filings and supports tax treatments; or how the entity expects the taxation authority to make its examination and resolve issues that might arise from that examination.
- (b) the assumptions an entity makes about the examination of tax treatments by taxation authorities- The entity shall assume that a taxation authority will examine amounts it has a right to examine and have full knowledge of all related information when making those examinations.
- (c) how an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates - The entity shall consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the aforesaid probability.

The Company does not expect any significant impact of this amendment on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendment clarifies that when determining past service cost, or a gain or loss on settlement due to plan amendment, curtailment or settlement, an entity shall remeasure the net defined benefit liability (asset) using the current fair value of plan assets and current actuarial assumptions, including current market interest rates and other current market prices, reflecting:

- (a) the benefits offered under the plan and the plan assets before the plan amendment, curtailment or settlement; and
- (b) the benefits offered under the plan and the plan assets after the plan amendment, curtailment or settlement.

Further, if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect any significant impact of this amendment on its financial statements.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendment clarifies that an entity shall be required to apply Ind AS 109 - "Financial Instruments", to long-term interests in an associate or joint venture that form part of the entity's net investment in the associate or joint venture but to which the equity method is not applied. The Company does not expect any significant impact of this amendment on its financial statements.

Ind AS 103 – Business Combinations and Ind AS 111 - Joint Arrangements

The amendment to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation and had rights to the assets and obligations for the liabilities relating to that joint operation immediately before the acquisition date, the transaction is a business combination achieved in stages and the entity shall re-measure its previously held interests in that business. The amendment to Ind AS 111 clarifies that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the amendment if and when it obtains control / joint control of a business that is a joint operation.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

Note 4 - Property, plant and equipment and capital work-in-progress

Reconciliation of carrying amount

Description	Gross carrying amount				Accumulated depreciation				Carrying amounts (net)
	As at 1 April 2018	Additions	Disposals	Reclassification to investment property	As at 31 March 2019	Depreciation for the year	Disposals	Reclassification to investment property	
Own assets									
Freehold land	95.97	0.13	-	-	96.10	-	-	-	96.10
Buildings	414.64	136.34	-	14.90	536.08	17.31	-	0.12	492.62
Plant and equipment	616.30	285.01	10.02	-	891.29	105.00	9.40	-	553.51
Furniture and fixtures	23.86	1.78	0.06	-	25.58	2.52	0.02	-	17.61
Motor vehicles	1.18	0.04	-	-	1.22	0.16	-	-	0.62
Office equipment	23.50	5.78	0.01	-	29.27	5.29	0.01	-	10.74
Leased assets									
Leasehold land	121.05	0.03	-	6.70	114.38	1.44	-	0.08	112.08
Motor vehicles	0.57	0.42	0.07	-	0.92	0.21	0.07	-	0.57
Total	1,297.07	429.53	10.16	21.60	1,694.84	(c) 131.93	9.50	0.20	1,283.85

Description	Gross carrying amount				Accumulated depreciation				Carrying amounts (net)
	As at 1 April 2017	Additions	Disposals	Reclassification to investment property	As at 31 March 2018	Depreciation for the year	Disposals	Reclassification to investment property	
Own assets									
Freehold land	80.89	15.08	-	-	95.97	-	-	-	95.97
Buildings	278.08	136.56	-	-	414.64	12.09	-	-	388.37
Plant and equipment	552.84	64.73	1.27	-	616.30	95.78	0.63	-	374.12
Furniture and fixtures	23.45	0.41	-	-	23.86	2.52	-	-	18.39
Motor vehicles	1.10	0.08	-	-	1.18	0.17	-	-	0.74
Office equipment	21.20	2.34	0.04	-	23.50	4.94	0.04	-	10.25
Leased assets									
Leasehold land	27.86	94.43	1.24	-	121.05	0.33	0.03	-	120.11
Motor vehicles	0.65	0.15	0.23	-	0.57	0.17	0.14	-	0.36
Total	986.07	313.78	2.78	-	1,297.07	(c) 116.00	0.84	-	1,008.31

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

Particulars	₹ in Crores	
	31 March 2019	31 March 2018
Capital work-in-progress		
Carrying amount		
Opening carrying amount	200.28	29.77
Additions	58.06	183.41
Assets capitalised	193.43	12.90
Closing carrying amount	64.91	200.28

Notes:

(a) Buildings include fully paid unquoted shares and bonds in respect of ownership of flats in 1 Co-operative Housing Society (31 March 2018: 1 Co-operative Housing Society); 10 shares (31 March 2018: 10 shares) of ₹ 50/- each.

(b) Agreement in respect of leasehold land as at 31 March 2019 : one location (31 March 2018 : one location) is in the process of renewal.

(c) Depreciation:

	31 March 2019	31 March 2018
Depreciation charge for the year	131.93	116.00
Reclassification to investment property	(0.20)	-
Depreciation charge on investment property for the year [Refer note 5]	0.46	0.26
Amortisation for the year [Refer note 6]	3.52	4.21
Transfer from capital subsidy [Refer note 3 (k) and 47]	(0.71)	(0.71)
Depreciation and amortisation charge for the year	135.00	119.76

(d) Also Refer to note 20, 23(a) and 36(b)

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 5 - Investment property

Reconciliation of carrying amount

Particulars	31 March 2019	31 March 2018
Gross carrying amount		
Opening gross carrying amount	15.77	15.77
Additions during the year	21.60	-
Closing gross carrying amount	37.37	15.77
Accumulated depreciation		
Opening accumulated depreciation	0.78	0.52
Depreciation charge during the year	0.46	0.26
Closing accumulated depreciation	1.24	0.78
Net carrying amount	36.13	14.99

The fair value of investment property is ₹ 46.37 (31 March 2018: ₹ 20.44) 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.

Note 6 - Intangible assets

Reconciliation of carrying amount

Description	Gross carrying amount				Accumulated amortisation				Carrying amounts (net)
	As at 1 April 2018	Additions	Disposals	As at 31 March 2019	As at 1 April 2018	Amortisation for the year	Disposals	As at 31 March 2019	As at 31 March 2019
Own assets									
Trademarks	0.03	-	-	0.03	-	-	-	-	0.03
Designs	0.01	-	-	0.01	-	-	-	-	0.01
Computer software	20.58	3.17	-	23.75	12.65	3.52	-	16.17	7.58
Total	20.62	3.17	-	23.79	12.65	3.52	-	16.17	7.62

Description	Gross carrying amount				Accumulated amortisation				Carrying amounts (net)
	As at 1 April 2017	Additions	Disposals	As at 31 March 2018	As at 1 April 2017	Amortisation for the year	Disposals	As at 31 March 2018	As at 31 March 2018
Own assets									
Trademarks	0.03	-	-	0.03	-	-	-	-	0.03
Designs	0.01	-	-	0.01	-	-	-	-	0.01
Computer software	20.00	0.58	-	20.58	8.44	4.21	-	12.65	7.93
Total	20.04	0.58	-	20.62	8.44	4.21	-	12.65	7.97

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 7 - Non-current investments

	Face value per share / unit	Units / Nos.		Amount	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Unquoted					
(i) Investments in equity instruments (fully paid)					
<i>At cost less provision for other than temporary impairment</i>					
Subsidiaries					
Sunrise Biscuit Company Private Limited	₹10	14,049,650	14,049,650	14.03	14.03
Ganges Vally Foods Private Limited *	₹10	10,145,998	252,000	10.61	0.72
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	51,000,000	16,200,000	51.00	16.20
Britannia Nepal Private Limited ***	NPR 100	8,800,000	1,600,000	55.00	10.00
Britannia Dairy Holdings Private Limited, Mauritius	USD 1	2,000	2,000	0.01	0.01
				210.21	120.52
Daily Bread Gourmet Foods (India) Private Limited	₹4	79,181,417	79,181,417	2.00	31.67
Less: Provision for impairment in value of investments [Refer note 52]				-	(26.69)
Less: Reduction in carrying value of investments due to business combination [Refer note 52]				-	(2.98)
				2.00	2.00
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				(35.00)	(35.00)
				86.69	86.69
Associates					
Klassik Foods Private Limited	₹100	3,260	3,260	0.32	0.32
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
				15.10	15.10
				314.00	224.31
(ii) Investments in preference shares (fully paid)					
<i>At amortised cost</i>					
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					
<i>At cost</i>					
Subsidiaries					
International Bakery Products Limited - 0% Unsecured Convertible Debentures	₹100,000	582	582	5.82	5.82

* During the year ended 31 March 2019, the Company invested ₹ 10.00 (31 March 2018: ₹ Nil) in Ganges Vally Foods Private Limited and acquired an additional stake of 54.68%. The Company holds a total stake of 96.68% in the entity as at the balance sheet date.

** During the year ended 31 March 2019, the Company invested ₹ 34.80 (31 March 2018: ₹16.20) in Britchip Foods Limited and holds 60% stake in the entity as at the balance sheet date.

*** During the year ended 31 March 2019, the Company invested ₹ 45.00 (31 March 2018: ₹ 10.00) in Britannia Nepal Private Limited and holds 100% stake in the entity as at the balance sheet date.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2019	31 March 2018
At fair value through profit and loss		
(i) Investments in mutual funds	271.30	108.37
(ii) Investments with insurance companies	13.34	12.41
At amortised cost		
(i) Investments in debentures / bonds	414.06	67.29
(ii) Investments in tax free bonds	14.11	14.11
(iii) Investments in government securities	12.29	12.29
Total long-term investments	1,050.97	450.65
Total quoted non-current investments	-	-
Total unquoted non-current investments	1,050.97	450.65
	1,050.97	450.65
Aggregate provision for impairment in value of investments	35.00	61.69
Aggregate market value of quoted non-current investments	-	-
Note 8 - Loans receivable		
Unsecured		
Loans to related parties *	1.04	1.04
Inter-corporate deposits [Refer note 38(b)]	-	76.00
Security deposits	15.35	10.23
Other loans	0.20	0.51
Less: Provision for impairment	1.04	1.04
	15.55	86.74
* Forms a part of outstanding balances as disclosed under note 44.		
Note 9 - Other financial assets		
Other deposits	1.00	-
	1.00	-
Note 10 - Other non-current assets		
Unsecured		
<i>Considered good:</i>		
Capital advances	48.99	25.54
<i>Advances other than capital advances</i>		
- Advances to statutory authorities	18.46	17.87
<i>Others</i>		
- Prepaid rent	19.00	19.42
- Receivable from others	6.70	5.26
<i>Considered doubtful:</i>		
Advances to others	8.93	8.93
Less: Allowance for doubtful advances	(8.93)	(8.93)
	93.15	68.09

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

As at	₹ in Crores	
	31 March 2019	31 March 2018
Note 11 - Inventories*		
Raw materials	310.88	286.50
Packing materials	92.83	45.79
Work-in-progress	1.53	0.67
Finished goods	231.58	186.80
Goods-in-transit (Finished goods)	8.64	8.48
Stock-in-trade	41.22	38.00
Stores and spare parts	32.21	28.34
	718.89	594.58

* Refer note 3 (f) for mode of valuation for inventories.

The write down of inventories to net realisable value amounted to ₹ 2.33 (31 March 2018: ₹1.38). The write down are 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	492.91	656.09
At amortised cost		
(i) Investments in debentures / bonds	101.79	4.20
(ii) Investments in government securities	-	0.95
(iii) Investments in commercial paper	-	74.24
Total current investments	594.70	735.48
Total quoted current investments	-	-
Total unquoted current investments	594.70	735.48
	594.70	735.48
Aggregate market value of quoted current investments	-	-
Aggregate value of current investments	594.70	735.48

Note 13 - Trade receivables*

Unsecured	357.60	236.78
	357.60	236.78
Less: Provision for impairment	6.64	6.46
	350.96	230.32

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 44].

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

As at	₹ in Crores	
	31 March 2019	31 March 2018
Note 14 - Cash and bank balances		
Cash and cash equivalents:		
- Cash on hand	0.01	0.04
- Cheques on hand	24.07	88.23
- Current accounts	0.65	0.64
	24.73	88.91
Other bank balances:		
- Unpaid dividend accounts #	11.37	3.90
- Unclaimed debenture interest #	0.06	0.43
- Unclaimed debenture redemption proceeds #	1.21	1.09
- Deposit accounts	3.11	2.92
	15.75	8.34
	40.48	97.25

Refer note 49

Note 15 - Loans receivable

Unsecured		
Inter-corporate deposits [Refer note 38(b)] *	1,117.00	815.79
Security deposits	3.82	3.83
Other loans		
Loans to others	0.59	0.79
	1,121.41	820.41

* Forms a part of outstanding balances as disclosed under note 44.

Note 16 - Other financial assets

Interest accrued but not due	41.91	26.54
Incentives recoverable*	77.63	71.97
	119.54	98.51

*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 *	6.49	7.46
- Advance for supply of goods	22.92	112.63
- Advances to contract packers	26.03	24.16
- Employee benefits - gratuity, net [Refer note 45(b)]	1.93	2.44
Others		
- Prepayments	11.33	10.49
- Balance with government authorities	27.71	15.02
- Other advances	27.88	18.77
	124.29	190.97

* Forms a part of outstanding balances as disclosed under note 44.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2019	31 March 2018
Note 18 - Share capital		
Equity shares		
Authorised	50.00	50.00
[500,000,000 equity shares of ₹ 1/- each (31 March 2018: 250,000,000 equity shares of ₹ 2/- each)] [Refer note 42]		
Issued, subscribed and paid-up		
Equity shares fully paid-up	24.03	24.01
[240,318,294 equity shares of ₹ 1/- each (31 March 2018: 120,059,148 equity shares of ₹ 2/- each)]*		
* Of the total fully paid up equity shares: 121,732,190 equity shares of ₹ 1/- each (31 March 2018: 60,866,095 equity shares of ₹ 2/- 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 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 current year. Out of this, 1,950,000 options (of ₹ 1 each) have been granted and 1,416,664 options (of ₹ 1 each) were exercised till 31 March 2019. 25,000, 33,333 and 41,666 shares of ₹ 2 each were allotted on 9 August 2018 at an exercise price of ₹ 2,332.05/-; ₹ 2,771.40/- and ₹ 3,533.30/- respectively. Also Refer note 42 and 49.		
	24.03	24.01

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:

	31 March 2019		31 March 2018	
	Number of shares*	Amount	Number of shares	Amount
Holding Company				
Associated Biscuits International Limited (ABIL), UK	107,809,000	10.78	53,904,500	10.78
Subsidiaries of holding Company				
Bannatyne Enterprises Pte Limited, Singapore	2,783,110	0.28	1,391,555	0.28
Dowbiggin Enterprises Pte Limited, Singapore	2,785,020	0.28	1,392,510	0.28
Nacupa Enterprises Pte Limited, Singapore	2,785,020	0.28	1,392,510	0.28
Spargo Enterprises Pte Limited, Singapore	2,785,020	0.28	1,392,510	0.28
Valletort Enterprises Pte Limited, Singapore	2,785,020	0.28	1,392,510	0.28
	121,732,190	12.18	60,866,095	12.18

* Refer note 42

(b) Details of shareholders holding more than 5% of total number of equity shares:

	31 March 2019		31 March 2018	
	Number of shares*	% holding	Number of shares	% holding
Associated Biscuits International Limited (ABIL), UK	107,809,000	44.86%	53,904,500	44.90%

* Refer note 42

(c) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year:

	31 March 2019		31 March 2018	
	Number of shares	Amount	Number of shares	Amount
Opening balance at the beginning of the reporting year	120,059,148	12.01	120,000,815	24.00
Shares issued on exercise of Employee Stock Option Scheme	99,999	0.01	58,333	0.01
Increase in the number of shares on account of share split [Refer note 42]	120,159,147	12.01	-	-
Closing balance at the end of the reporting year	240,318,294	24.03	120,059,148	24.01

(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 150,000 options on 15 May 2018 at an exercise price of ₹ 5,464.10/- 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 after the year 2010). 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 2019	31 March 2018
Options outstanding at the beginning of the year (of ₹ 1 each)	433,334	300,000
Options granted during the year (of ₹ 1 each)	300,000	250,000
Options vested during the year (of ₹ 1 each)	199,998	116,666
Options exercised during the year (of ₹ 1 each)	199,998	116,666
Shares allotted against options exercised during the year (of ₹ 1 each)	199,998	116,666
Options lapsed during the year (of ₹ 1 each)	-	-
Options outstanding at the end of the year (of ₹ 1 each)	533,336	433,334
Options exercisable at the end of the year (of ₹ 1 each)	-	-
Weighted average price per option outstanding at the end of the year (of ₹ 1 each)	2,262.07	1,518.92

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 2019	31 March 2018
No. of options granted (of ₹ 1 each)	300,000	250,000
Date of grant	15-May-18	25-May-17
Vesting period (years)	1 to 3	1 to 3
Expected life of option (years)	3	3
Expected volatility	22.12%	22.12%
Risk free rate	7.66%	6.66%
Expected dividends expressed as a dividend yield	0.46%	0.62%
Weighted-average fair values of options per share (of ₹ 1 each)	687.58	361.26

* Disclosures for 31 March 2019 and 31 March 2018 have been made after giving effect to the share split.

- (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 has been 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 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 STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 19 - Other equity

Particulars	Share options outstanding account	Capital redemption reserve	Capital reserve	General reserve	Securities premium	Retained earnings	Other Items of OCI	Total
Balance as at 1 April 2017	5.92	3.96	0.43	538.30	30.00	1,979.86	(0.49)	2,557.98
Additions:								
Share based payment expense	8.64	-	-	-	-	-	-	8.64
Transfer from Share options outstanding account	-	-	-	-	3.12	-	-	3.12
On issue of equity shares	-	-	-	-	15.05	-	-	15.05
Transfer from retained earnings	-	-	-	94.79	-	-	-	94.79
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	(0.38)	(0.38)
Net profit after tax transferred from the Statement of Profit and Loss	-	-	-	-	-	947.89	-	947.89
	14.56	3.96	0.43	633.09	48.17	2,927.75	(0.87)	3,627.09
Deductions:								
Transfer to general reserve	-	-	-	-	-	94.79	-	94.79
Transfer to securities premium	3.12	-	-	-	-	-	-	3.12
Dividends	-	-	-	-	-	264.13	-	264.13
Tax on dividend	-	-	-	-	-	53.78	-	53.78
Balance as at 31 March 2018	11.44	3.96	0.43	633.09	48.17	2,515.05	(0.87)	3,211.27
Particulars	Share options outstanding account	Capital redemption reserve	Capital reserve	General reserve	Securities premium	Retained earnings	Other Items of OCI	Total
Balance as at 1 April 2018	11.44	3.96	0.43	633.09	48.17	2,515.05	(0.87)	3,211.27
Additions:								
Share based payment expense	16.12	-	-	-	-	-	-	16.12
Transfer from Share options outstanding account	-	-	-	-	7.63	-	-	7.63
On issue of equity shares	-	-	-	-	29.77	-	-	29.77
Transfer from retained earnings	-	-	-	112.22	-	-	-	112.22
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	(2.09)	(2.09)
Net profit after tax transferred from the Statement of Profit and Loss	-	-	-	-	-	1,122.20	-	1,122.20
	27.56	3.96	0.43	745.31	85.57	3,637.25	(2.96)	4,497.12
Deductions:								
Transfer to general reserve	-	-	-	-	-	112.22	-	112.22
Transfer to securities premium	7.63	-	-	-	-	-	-	7.63
Dividends	-	-	-	-	-	300.15	-	300.15
Tax on dividend	-	-	-	-	-	61.70	-	61.70
Balance as at 31 March 2019	19.93	3.96	0.43	745.31	85.57	3,163.18	(2.96)	4,015.42

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 is 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.

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 2019	31 March 2018
₹ 25 per equity share (31 March 2018: ₹22) to equity shareholders	300.15	264.00
₹ 25 per equity share (31 March 2018: ₹ 22) issued under ESOS	-	0.13
Dividend distribution tax (DDT) on dividend to equity shareholders	61.70	53.75
Dividend distribution tax (DDT) on dividend on equity shares issued under ESOS	-	0.03
	361.85	317.91

After the reporting dates, dividend of ₹ 15 per equity share of face value of ₹ 1 each (31 March 2018: ₹ 25 per equity share of face value of ₹ 2 each) was proposed by the directors subject to approval at the annual general meeting. The proposed dividend has not been recognised as liability. Dividend would attract dividend distribution tax when declared or paid.

Note 20 - Borrowings**Non-current****Secured**

Long-term maturities of finance 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]	0.26	0.30
	0.26	0.30

Current**Unsecured**

Bank overdraft*	-	9.01
	-	9.01

*Carrying interest at the prevailing MCLR and repayable on demand.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2019	31 March 2018
Note 21 - Other financial liabilities		
Deposits from customers	25.81	24.97
Security deposits	1.22	-
	27.03	24.97
Note 22 - Trade payables		
Total outstanding dues of micro enterprises and small enterprises [Refer note below]	1.78	1.55
Total outstanding dues of creditors other than micro enterprises and small enterprises*	1,030.76	864.81
	1,032.54	866.36

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 2019. 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	1.78	1.55
- 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 deductible expenditure under the MSMED Act, 2006.

*Includes dues to related party (Refer note 44)

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 2019	31 March 2018
Note 23 - Other financial liabilities		
Current maturities of finance lease obligations (Refer note (a) below)	0.27	0.20
Unpaid dividend *	11.37	3.90
Unclaimed debenture interest *	0.06	0.43
Unclaimed debenture redemption balance *	1.21	1.09
Interest accrued but not due	1.10	1.01
Creditors for capital goods	38.16	31.77
Book overdraft	1.60	13.06
Payroll related liabilities	51.27	51.83
Other payables	100.13	79.33
	205.17	182.62

* Investor Education and Protection Fund shall be credited when due. [Refer note 49]

Note:
(a) Rate of interest for finance lease obligations ranges from 15.54% to 19.02% per annum. Number of repayment installments (quarterly) for lease obligations ranges from 3 to 15. Period of maturity for the lease obligations ranges from 5 months to 3 years [Refer note 36(b)].

Note 24 - Other current liabilities		
Advance from customers	33.23	26.86
Statutory liabilities (TDS, PF, GST etc.)	48.26	50.46
Deferred revenue*	3.34	4.73
	84.83	82.05

* The deferred revenue relates to loyalty credit points granted to the customers as part of a 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. Refer below the reconciliation:

Opening balance	4.73	10.60
Deferred during the year	12.57	13.04
Released to the Statement of Profit and Loss	13.96	18.91
Closing balance	3.34	4.73

Note 25 -Provisions		
Provision for compensated absences	15.48	12.76
<i>Others:</i>		
Excise and service tax related issues (a)	23.39	48.73
Sales tax and other issues (a)	128.08	88.12
Trade and other issues (a)	21.57	21.44
	188.52	171.05

(a) Refer note 40.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

For the year ended	31 March 2019	31 March 2018
Note 26 - Revenue from operations [Refer note 55]		
Sale of goods	10,388.10	9,276.17
Customer loyalty programme [Refer note 24]	1.39	5.87
Total (a)	10,389.49	9,282.04
Other operating revenues		
Royalty income	14.23	16.28
Scrap sales	22.37	26.79
Other receipts [Refer note below]	56.36	54.95
Provisions and liabilities no longer required written back, net	-	0.11
Total (b)	92.96	98.13
Total revenue from operations (a+b)	10,482.45	9,380.17

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	128.50	102.97
Net gain on financial asset measured at fair value through profit and loss*	53.09	47.58
Profit on sale of property, plant and equipment	1.16	0.45
Foreign exchange gain, net	1.38	2.87
Other receipts	6.39	2.06
	190.52	155.93

*Includes net gains on fair value changes include ₹ 21.70 (31 March 2018: ₹ 26.53)

Note 28 - Cost of materials consumed		
Inventory of materials at the beginning of the year	332.29	336.47
Add: Purchases	5,016.19	4,400.99
Less: Inventory of materials at the end of the year	403.71	332.29
	4,944.77	4,405.17

Note 29 - Purchase of stock-in-trade		
Biscuits and high protein food	997.25	724.73
Bread, bread toast and rusk	86.54	322.59
Cake	250.99	299.70
Others	47.10	25.44
	1,381.88	1,372.46

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

For the year ended	31 March 2019	31 March 2018
Note 30 - Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Opening inventory:		
- Finished goods	195.28	216.96
- Stock-in-trade	38.00	23.37
- Work-in-progress	0.67	1.81
Closing inventory:		
- Finished goods	240.22	195.28
- Stock-in-trade	41.22	38.00
- Work-in-progress	1.53	0.67
(Increase) / decrease in inventory	(49.02)	8.19
Less: Excise duty on opening stock of finished goods	-	(12.37)
Add: Excise duty on closing stock of finished goods	-	-
	(49.02)	(4.18)
Note 31 - Employee benefits expense		
Salaries, wages and bonus*	277.12	263.74
Contribution to provident and other funds [Refer note 45]	14.34	9.88
Share based payment expense	16.12	8.64
Staff welfare expenses	14.06	12.61
	321.64	294.87
* Includes cost towards pension settlement in previous year.		
Note 32 - Finance costs		
Finance cost on finance lease obligation	0.13	0.16
Others	1.41	1.29
	1.54	1.45

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

For the year ended	31 March 2019	31 March 2018
Note 33 - Other expenses		
Consumption of stores and spares	30.28	18.86
Power and fuel	140.44	94.98
Rent [Refer note 36 (a)]	56.57	50.68
Repairs and maintenance:		
- Plant and equipment (a)	26.26	12.39
- Buildings (a)	3.25	2.38
- Others	26.18	25.65
Insurance	3.06	3.17
Rates and taxes, net	5.76	8.13
Carriage, freight and distribution	533.10	467.69
Auditors' remuneration (b):		
- Audit fees	1.12	1.12
- Other services	0.19	0.22
- Expenses reimbursed	0.11	0.13
Corporate social responsibility [Refer note 48]	24.73	22.14
Allowance for doubtful receivables and loans, net	0.18	0.51
Advertising and sales promotion	437.92	345.43
Conversion charges	614.84	520.64
Reversal of provision for impairment in value of investments [Refer note 52]	(26.69)	-
Write off of investments [Refer note 52]	26.69	-
Miscellaneous	317.06	251.14
	2,221.05	1,825.26
(a) Includes stores and spares consumed	5.90	3.39
(b) Excluding applicable taxes		

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 34- Income-tax

(a) Amounts recognised in Statement of Profit and Loss

For the year ended	31 March 2019	31 March 2018
Current tax	581.36	499.56
Deferred tax		
Attributable to origination and reversal of temporary differences	12.55	(2.25)
Tax expense for the year	593.91	497.31

(b) Amounts recognised in other comprehensive income

For the year ended	31 March 2019			31 March 2018		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to statement of profit and loss						
Remeasurements of the defined benefit plans	(3.21)	1.12	(2.09)	(0.58)	0.20	(0.38)
	(3.21)	1.12	(2.09)	(0.58)	0.20	(0.38)

(c) Reconciliation of effective tax rate

For the year ended	31 March 2019		31 March 2018	
Profit before tax		1,716.11		1,445.20
Tax using the Company's domestic tax rate (31 March 2019: 34.94% and 31 March 2018: 34.61%)	34.94%	599.68	34.61%	500.23
Tax effect of:				
Tax exempt income	(0.14%)	(2.38)	(0.02%)	(0.35)
Weighted deduction on research and development expenditure	(0.24%)	(4.09)	(0.17%)	(2.50)
Others	0.04%	0.70	0.00%	(0.07)
	34.61%	593.91	34.41%	497.31

(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 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Property, plant and equipment	-	-	64.21	41.52	(64.21)	(41.52)
Investment at fair value through profit and loss	-	-	7.67	9.29	(7.67)	(9.29)
Employee benefits, net	-	3.96	-	-	-	3.96
Statutory dues	56.72	46.74	-	-	56.72	46.74
Provisions	11.29	8.10	-	-	11.29	8.10
Other items	-	0.69	-	-	-	0.69
	68.01	59.49	71.88	50.81	(3.87)	8.68

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(e) Movement in temporary differences

	As at 1 April 2017	Recognised in statement of profit and loss	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2018
Property, plant and equipment	(43.52)	2.00	-	-	-	(41.52)
Investment at fair value through profit and loss	(4.59)	(4.70)	-	-	-	(9.29)
Employee benefits, net	1.32	2.64	-	-	-	3.96
Statutory dues	44.13	2.61	-	-	-	46.74
Provisions	7.57	0.53	-	-	-	8.10
Other items	1.52	(0.83)	-	-	-	0.69
	6.43	2.25	-	-	-	8.68

	As at 1 April 2018	Recognised in statement of profit and loss	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2019
Property, plant and equipment	(41.52)	(22.69)	-	-	-	(64.21)
Investment at fair value through profit and loss	(9.29)	1.62	-	-	-	(7.67)
Employee benefits, net	3.96	(3.96)	-	-	-	-
Statutory dues	46.74	9.98	-	-	-	56.72
Provisions	8.10	3.19	-	-	-	11.29
Other items	0.69	(0.69)	-	-	-	-
	8.68	(12.55)	-	-	-	(3.87)

The following table provides the details of income tax assets and income tax liabilities as of 31 March 2019 and 31 March 2018

As at	31 March 2019	31 March 2018
Income tax assets (net)	29.52	14.07
Current tax liabilities (net)	70.59	54.23
Net current income tax asset / (liability) at the end	(41.07)	(40.16)

The gross movement in the current income tax asset / (liability) for the year ended 31 March 2019 and 31 March 2018 is as follows.

For the year ended	31 March 2019	31 March 2018
Net current income tax asset / (liability) at the beginning	(40.16)	(25.28)
Income tax paid	579.33	484.48
Current income tax expense	(581.36)	(499.56)
Income tax on other comprehensive income and others	1.12	0.20
Net current income tax asset / (liability) at the end	(41.07)	(40.16)

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 35 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 ₹ 41.26 (31 March 2018: ₹ 47.69)
- (b) Bank guarantees and letters of credit for ₹ 70.04 (31 March 2018 : ₹ 22.68)

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 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. However, 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 has made a provision for provident fund contribution pursuant to the judgement only for the current year. 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 ₹ 134.13 (31 March 2018: ₹ 139.99).
- (b) The Company has furnished the following corporate guarantees:

Banking facilities given to	Name of the bank	31 March 2019	31 March 2018
(i) Britannia and Associates (Mauritius) Private Limited, Mauritius * [Refer note 39]	MUFG bank ltd (previously known as Bank of Tokyo)	89.93	84.72

* 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 2019	31 March 2018
(i) Strategic Food International Co. LLC, Dubai	Standard Chartered Bank	9.42	8.87
(ii) Al Sallan Food Industries Co. SAOC	Standard Chartered Bank	8.98	8.46
(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 36 (a) Operating leases

- (i) The Company has certain operating leases for office facilities and residential premises (cancellable leases). Such leases are generally with the option of renewal against increased rent and premature termination of agreement. Rental expenses of ₹ 10.53 (31 March 2018: ₹ 7.95) 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 (which conveys a right to use an asset in return for a payment or a series of payment) identified to be in the nature of lease and have been classified as operating lease arrangements.

Rental expenses of ₹ 46.04 (31 March 2018: ₹ 42.73) in respect of obligation under operating leases have been recognised in the Statement of Profit and Loss.

(b) Finance leases

The Company has taken motor vehicles on finance lease. The total minimum lease payments and present value of minimum lease payments are as follows:

	31 March 2019		31 March 2018	
	Minimum lease payments	Present value of minimum lease payments	Minimum lease payments	Present value of minimum lease payments
Not later than 1 year	0.34	0.27	0.26	0.20
Later than 1 year and not later than 5 years	0.30	0.26	0.32	0.30
	0.64	0.53	0.58	0.50

The difference between minimum lease payments and the present value of minimum lease payments of ₹ 0.11 (31 March 2018: ₹ 0.08) represents interest not due. The lease liability is secured by the relevant vehicles acquired under lease.

Note 37 (i) Details of non-current investments purchased and sold during the year:

	Face value per unit	As at 1 April 2018	Purchase during the year	Sold / Redeemed / written off / written back during the year	As at 31 March 2019
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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	0.72	9.89	-	10.61
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

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Face value per unit	As at 1 April 2018	Purchase during the year	Sold / Redeemed / written off / written back during the year	As at 31 March 2019
Britchip Foods Limited	₹10	16.20	34.80	-	51.00
Britannia Nepal Private Limited	NPR 100	10.00	45.00	-	55.00
Britannia Dairy Holdings Private Limited, Mauritius	USD 1	0.01	-	-	0.01
Daily Bread Gourmet Foods (India) Private Limited	₹ 4	28.69	-	(26.69)	2.00
Britannia and Associates (Mauritius) Private Limited, Mauritius	USD 1	121.69	-	-	121.69
Less: Provision for diminution in value of investments		(61.69)	-	26.69	(35.00)
		209.21	89.69	-	298.90
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	-	-	15.10
(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					
(a) Investments with insurance companies *		12.41	0.93	-	13.34
(b) Investments in debentures / bonds		67.29	375.76	28.99	414.06
(c) Investments in tax free bonds		14.11	-	-	14.11
(d) Investments in government securities		12.29	-	-	12.29
		106.10	376.69	28.99	453.80
		342.28	466.38	28.99	779.67

* 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 purchased and sold during the previous year:					
	Face value per unit	As at 1 April 2017	Purchase during the year	Sold / Redeemed / written off / written back during the year	As at 31 March 2018
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	0.72	-	-	0.72
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	-	16.20	-	16.20
Britannia Nepal Private Limited	NPR 100	-	10.00	-	10.00
Britannia Dairy Holdings Private Limited, Mauritius	USD 1	0.01	-	-	0.01
Daily Bread Gourmet Foods (India) Private Limited	₹ 4	28.69	-	-	28.69
Britannia and Associates (Mauritius) Private Limited, Mauritius	USD 1	121.69	-	-	121.69
Less: Provision for diminution in value of investments		(61.69)	-	-	(61.69)
		183.01	26.20	-	209.21
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	-	-	15.10
(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 2017	Purchase during the year	Sold / Redeemed / written off / written back during the year	As at 31 March 2018
(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					
(a) Investments with insurance companies *		11.73	0.68	-	12.41
(b) Investments in debentures / bonds		25.00	42.29	-	67.29
(c) Investments in tax free bonds		14.11	-	-	14.11
(d) Investments in government securities		-	12.29	-	12.29
		50.84	55.26	-	106.10
		260.82	81.46	-	342.28

* The movement is on account of fair valuation through profit and loss.

(iii) Details of Current investments purchased and sold during the current year:

	As at 1 April 2018	Purchase during the year	Sold / Redeemed during the year	As at 31 March 2019
(a) Investments in debentures / bonds	4.20	101.79	4.20	101.79
(b) Investments in government securities	0.95	-	0.95	-
(c) Investments in commercial paper	74.24	-	74.24	-
	79.39	101.79	79.39	101.79

(iv) Details of Current investments purchased and sold during the previous year:

	As at 1 April 2017	Purchase during the year	Sold / Redeemed during the year	As at 31 March 2018
(a) Investments in debentures / bonds	75.00	4.20	75.00	4.20
(b) Investments in government securities	-	0.95	-	0.95
(c) Investments in commercial paper	-	74.24	-	74.24
	75.00	79.39	75.00	79.39

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 38 (a) Details of loans during the year:

Name of borrower	Nature of relationship	Secured/ unsecured	Rate of interest	Term	As at 1 April 2018	Given during the year	Repayment during the year	As at 31 March 2019
Purbasha Properties Private Limited* Varun Berry**	Others	Unsecured	10%	10 years	1.30	-	0.79	0.51
	KMP	Unsecured	7.25%	1 year	-	29.79	29.79	-
					1.30	29.79	30.58	0.51
Details of loans during the previous year:								
Name of borrower	Nature of relationship	Secured/ unsecured	Rate of interest	Term	As at 1 April 2017	Given during the year	Repayment during the year	As at 31 March 2018
Manna Foods Private Limited* International Bakery Products Limited*	Subsidiary	Unsecured	10%	10 years	62.31	0.33	62.64	-
	Subsidiary	Unsecured	10%	8 - 10 years	26.64	-	26.64	-
Purbasha Properties Private Limited* Real Agro Industries Private Limited*	Others	Unsecured	10%	10 years	1.92	-	0.62	1.30
	Others	Unsecured	10%	5 years	0.36	-	0.36	-
					91.23	0.33	90.26	1.30

* The loans have been given for expansion of projects.

**The loan was given for subscription to 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 1 April 2018	Placed during the year	Refunded during the year	As at 31 March 2019
Bajaj Finance Limited	Others	Unsecured	8.60 - 9.05%	1 year	170.79	225.00	170.79	225.00
Kotak Mahindra Prime Limited	Others	Unsecured	8.46%	1 year	-	25.00	25.00	-
Kotak Mahindra Investments Limited	Others	Unsecured	9.10 - 9.15%	1 year	-	57.00	25.00	32.00
Shriram Transport Finance Company Limited	Others	Unsecured	7.85%	1 year	75.00	-	50.00	25.00
Tata Housing Development Company Ltd	Others	Unsecured	8.00%	6 months	25.00	-	25.00	-
Bombay Dyeing & Manufacturing Co. Ltd.*	Others	Unsecured	10.00%	1 year	350.00	-	-	350.00

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

Name of borrower	Nature of relationship	Secured/ unsecured	Rate of interest	Term	As at 1 April 2018	Placed during the year	Refunded during the year	As at 31 March 2019
Go Airlines (India) Limited	Others	Unsecured	10.00%	1 year	-	360.00	25.00	335.00
PNB Housing Finance Limited	Others	Unsecured	7.45-7.95%	1 to 2 years	121.00	20.00	141.00	-
HDFC Limited	Others	Unsecured	8.55-8.90%	1 year	75.00	150.00	75.00	150.00
Mahindra & Mahindra Financial Services Ltd.	Others	Unsecured	7.50%	1 year	25.00	-	25.00	-
Tata Capital Financial Services Ltd.	Others	Unsecured	7.70 - 7.85%	6 months	50.00	-	50.00	-
					891.79	837.00	611.79	1,117.00

* The same was renewed during the year on maturity.

Name of borrower	Nature of relationship	Secured/ unsecured	Rate of interest	Term	As at 1 April 2017	Placed during the year	Refunded during the year	As at 31 March 2018
Bajaj Finance Limited	Others	Unsecured	7.40 - 9.00%	1 to 3 years	70.79	140.00	40.00	170.79
Kotak Mahindra Prime Limited	Others	Unsecured	8.46%	1 year 6 months	10.00	-	10.00	-
Kotak Mahindra Investments Limited	Others	Unsecured	8.51 - 8.97%	15 to 18 months	35.00	-	35.00	-
Shriram Transport Finance Company Limited	Others	Unsecured	7.50 - 7.85%	1 to 2 years	-	75.00	-	75.00
Infrastructure Leasing & Finance Company Limited	Others	Unsecured	8.17 - 9.15%	1 to 2 years	60.00	75.00	135.00	-
Tata Housing Development Company Ltd	Others	Unsecured	8.00%	6 months	-	25.00	-	25.00
Bombay Dyeing & Manufacturing Co. Ltd.	Others	Unsecured	10.00 - 12.00%	1 year	350.00	100.00	100.00	350.00
The Bombay Burmah Trading Corporation Limited	Ultimate holding Company	Unsecured	12.00%	1 year	40.00	-	40.00	-
Macrofil Investments Limited	Others	Unsecured	11.00 - 12.25%	1 year	60.00	-	60.00	-
PNB Housing Finance Limited	Others	Unsecured	7.45-7.95%	1 to 2 years	25.00	121.00	25.00	121.00
HDFC Limited	Others	Unsecured	7.50-7.75%	1 year	150.00	75.00	150.00	75.00
Mahindra & Mahindra Financial Services Ltd.	Others	Unsecured	7.50%	1 year	-	25.00	-	25.00
Tata Capital Financial Services Ltd.	Others	Unsecured	7.70 - 7.85%	6 months	-	50.00	-	50.00
					800.79	686.00	595.00	891.79

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 39 Details of corporate guarantee:

	As at 1 April 2018	Given during the year	Withdrawn during the year	Adjustments*	As at 31 March 2019
Britannia and Associates (Mauritius) Private Limited - MUFG bank Ltd. (previously known as Bank of Tokyo)	84.72	-	-	5.21	89.93
	As at 1 April 2017	Given during the year	Withdrawn during the year	Adjustments*	As at 31 March 2018
Britannia and Associates (Mauritius) Private Limited - MUFG bank Ltd. (previously known as Bank of Tokyo)	84.31	-	-	0.41	84.72

* The movement in corporate guarantee is on account of change in exchange rates.

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 2018	Additions *	Utilisation *	Reversals / adjustments *	31 March 2019
(a) Excise duty and service tax related issues	48.73	1.06	-	(26.40)	23.39
(b) Sales tax and other issues	88.12	63.12	(6.47)	(16.69)	128.08
(c) Trade and other issues	21.44	0.13	-	-	21.57
	1 April 2017	Additions *	Utilisation *	Reversals / adjustments *	31 March 2018
(a) Excise duty and service tax related issues	55.91	18.80	-	(25.98)	48.73
(b) Sales tax and other issues	86.44	23.95	(10.81)	(11.46)	88.12
(c) Trade and other issues	21.31	0.13	-	-	21.44

(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 transactions with vendors / others. Further disclosures as required in 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 41 Earnings per equity share

	31 March 2019	31 March 2018
(a) Net profit attributable to the equity shareholders	1,122.20	947.89
(b) Weighted average number of equity shares outstanding during the year	240,246,514	240,092,954
(c) Effect of potential equity shares on employee stock option outstanding	181,037	121,321
(d) Weighted average number of equity shares outstanding for computing diluted earnings per share [(b)+(c)]	240,427,551	240,214,276
Nominal value of equity shares (₹) (Refer note 42)	1	1
Basic earnings per share (₹)	46.71	39.48
Diluted earnings per share (₹)	46.68	39.46

In compliance with Indian Accounting Standard 33 - 'Earnings per share', the disclosure of earnings per share for the year ended 31 March 2019 and 31 March 2018 has been arrived at after giving effect to the above sub-division. Also refer note 42.

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.

Note 43 Segmental information

The Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by industry classes.

The operating segment of the Company is identified to be "Foods" as the CODM reviews business performance at an overall Company level as one segment.

Note 44 Related parties

Relationships

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 Nepal Private Limited#
	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

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

3. 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
4. Associates	Klassik Foods Private Limited Nalanda Biscuits Company Limited Sunandaram Foods Private Limited
5. Other related party	Bombay Dyeing & Manufacturing Co. Ltd. Go Airlines (India) Limited
6. 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
7. Key Management Personnel (KMP)	
Managing Director	Mr. Varun Berry
Chief Financial Officer	Mr. N. Venkataraman
Company Secretary	Mr. T.V. Thulsidass* Mr. Jairaj Bham** Mr. Rajesh Arora***
Non-Executive Directors	Mr. Nusli N Wadia Mr. A K Hirjee Mr. Keki Elavia ^ Mr. Nimesh N Kampani Mr. Avijit Deb Mr. Jeh N Wadia Mr. Keki Dadiseth Dr. Ajai Puri Mr. Ness N Wadia Mrs. Ranjana Kumar Dr. Y.S.P Thorat Dr. Ajay Shah Mrs. Tanya Arvind Dubash\$ Mr. S S Kelkar@ Mr. Nasser Munjee @@

On 22 December 2017, the Company formed the wholly owned subsidiary.

* Mr. T.V. Thulsidass was appointed as Company Secretary and Compliance Officer of the Company w.e.f 15 October 2018.

**Mr. Jairaj Bham was appointed as Company Secretary and Compliance Officer of the Company on 15 May 2018 and relinquished office on 12 October 2018.

*** Mr. Rajesh Arora relinquished office on 30 June 2017.

^ Mr. Keki Elavia was appointed as additional director of the Company on 7 August 2017.

\$ Mrs. Tanya Arvind Dubash was appointed as additional and independent director of the Company on 7 February 2019.

@ Mr. S S Kelkar resigned as director on 23 August 2018.

@@ Mr. Nasser Munjee resigned as director on 25 May 2017.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Related party transactions during the year:			
Investments made			
<u>Equity shares:</u>			
Britchip Foods Limited	Subsidiary	34.80	16.20
Britannia Nepal Private Limited	Subsidiary	45.00	10.00
Ganges Vally Foods Private Limited	Subsidiary	9.89	-
Total		89.69	26.20
Inter-corporate deposits placed			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	100.00
Go Airlines (India) Limited	Other related party	360.00	-
Total		360.00	100.00
Inter-corporate deposits redeemed			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	100.00
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	-	40.00
Go Airlines (India) Limited	Other related party	25.00	-
Total		25.00	140.00
Payment made to Officers Pension Fund			
Britannia Industries Limited Officers Pension Fund	Post employment-benefit plan entities	-	1.14
Purchase of securities / investments			
Britannia Industries Limited Covenanted Staff Pension Fund	Post employment-benefit plan entities	-	21.43
Britannia Industries Limited Officers Pension Fund		-	12.81
Total		-	34.24
Sale of land			
Britchip Foods Limited	Subsidiary	-	1.41
Travelling expenses			
Go Airlines (India) Limited	Other related party	0.77	0.48
Purchase of property, plant and equipment			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	189.23

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Purchase of materials			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	0.05
Contributions during the year (includes Employees' share and contribution)			
Britannia Industries Limited Management Staff Provident Fund	Post employment-benefit plan entities	12.82	8.78
Britannia Industries Limited Covenanted Staff Gratuity Fund		1.65	1.22
Britannia Industries Limited Non Covenanted Staff Gratuity Fund		2.87	1.95
Britannia Industries Limited Covenanted Staff Pension Fund		0.27	0.27
Britannia Industries Limited Officers Pension Fund		0.30	0.30
Total		17.91	12.52
Shared service income			
Britannia Dairy Private Limited	Subsidiary	1.60	1.60
Britchip Foods Limited	Subsidiary	0.09	-
Total		1.69	1.60
Other business service income			
Britannia Dairy Private Limited	Subsidiary	1.49	-
Rental income			
Daily Bread Gourmet Foods (India) Private Limited	Subsidiary	0.03	0.04
Britchip Foods Limited	Subsidiary	1.74	-
Total		1.77	0.04
Remittance of dividend			
Associated Biscuits International Limited (ABIL), UK	Holding Company	134.76	118.59
Others	Fellow subsidiary companies	17.42	15.32
Total		152.18	133.91
SAP license fee recovered from			
J B Mangharam Foods Private Limited	Subsidiary	0.03	0.03
International Bakery Products Limited	Subsidiary	0.04	0.04

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Ganges Vally Foods Private Limited	Subsidiary	0.02	0.02
Manna Foods Private Limited	Subsidiary	0.04	0.03
Sunrise Biscuit Company Private Limited	Subsidiary	0.04	0.03
Strategic Food International Co. LLC, Dubai	Subsidiary	0.10	0.11
Al Sallan Food Industries Co. SAOC	Subsidiary	0.08	0.07
Total		0.35	0.33
Purchase of finished goods / consumables and ingredients			
Sunrise Biscuit Company Private Limited	Subsidiary	55.26	76.47
Nalanda Biscuits Company Limited	Associate	90.16	89.88
Sunandaram Foods Private Limited	Associate	83.39	81.75
J B Mangharam Foods Private Limited	Subsidiary	277.61	122.53
Britchip Foods Limited	Subsidiary	2.16	-
Strategic Food International Co. LLC, Dubai	Subsidiary	0.25	-
Manna Foods Private Limited	Subsidiary	0.04	-
Total		508.87	370.63
Conversion and rental charges			
International Bakery Products Limited	Subsidiary	48.74	50.35
J B Mangharam Foods Private Limited	Subsidiary	-	18.57
Ganges Vally Foods Private Limited	Subsidiary	15.77	19.19
Manna Foods Private Limited	Subsidiary	56.89	56.61
Sunrise Biscuit Company Private Limited	Subsidiary	13.42	11.38
Klassik Foods Private Limited	Associate	0.67	3.62
Total		135.49	159.72
Sale of goods / consumables and ingredients			
Sunrise Biscuit Company Private Limited	Subsidiary	1.72	7.40
Strategic Food International Co. LLC, Dubai	Subsidiary	63.53	31.71
Nalanda Biscuits Company Limited	Associate	1.36	1.62
Sunandaram Foods Private Limited	Associate	2.53	2.36
J B Mangharam Foods Private Limited	Subsidiary	9.09	17.70
Daily Bread Gourmet Foods (India) Private Limited	Subsidiary	0.50	1.43
Britchip Foods Limited	Subsidiary	0.48	-
Go Airlines (India) Limited	Other related party	0.13	-
Total		79.34	62.22

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Interest income & corporate guarantee fees			
Manna Foods Private Limited	Subsidiary	-	2.94
Britannia and Associates (Mauritius) Private Limited, Mauritius	Subsidiary	0.27	0.25
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	-	0.71
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	35.07	39.32
International Bakery Products Limited	Subsidiary	-	1.29
Go Airlines (India) Limited	Other related party	28.35	-
Varun Berry	KMP	0.40	-
Total		64.09	44.51
Reimbursement of travelling & other expenses			
Strategic Food International Co. LLC, Dubai	Subsidiary	29.02	0.24
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	1.12	1.97
		30.14	2.21
Recovery of other expenses			
Britchip Foods Limited	Subsidiary	2.08	3.33
Recovery of guest house expenses			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	0.28	0.12
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	0.02	0.04
Go Airlines (India) Limited	Other related party	0.03	-
		0.33	0.16
Royalty income			
Strategic Food International Co. LLC, Dubai	Subsidiary	11.88	13.83
Key management personnel compensation			
Short-term employee benefits		11.44	10.35
Post-employment defined benefits		0.41	0.35
Other long term employee benefits		0.12	0.09
Share-based payments		16.12	8.64
Sitting fees		0.95	1.10
Commission		10.60	9.00
Travelling expenses & others		0.27	0.34

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Shares allotted under employee stock option scheme for consideration received during the year			
<u>Mr. Varun Berry</u>	KMP		
Equity shares		0.02	0.01
Securities premium		29.77	15.05
Total		29.79	15.06
Loan given to			
Manna Foods Private Limited	Subsidiary	-	0.33
Varun Berry	KMP	29.79	-
Total		29.79	0.33
Loan repaid by			
Manna Foods Private Limited	Subsidiary	-	62.64
International Bakery Products Limited	Subsidiary	-	26.64
Varun Berry	KMP	29.79	-
Total		29.79	89.28
Related party closing balances as on balance sheet date:			
Outstanding - net receivables / (payables)			
Ganges Vally Foods Private Limited	Subsidiary	0.08	(0.73)
J B Mangharam Foods Private Limited	Subsidiary	(6.88)	(5.16)
International Bakery Products Limited	Subsidiary	0.18	2.48
Sunrise Biscuit Company Private Limited	Subsidiary	3.91	(3.08)
Manna Foods Private Limited	Subsidiary	0.21	(1.27)
Al Sallan Food Industries Co. SAOC	Subsidiary	0.06	0.06
Strategic Food International Co. LLC, Dubai	Subsidiary	3.30	6.96
Britannia and Associates (Mauritius) Private Limited, Mauritius	Subsidiary	0.06	0.06
Daily Bread Gourmet Foods (India) Private Limited	Subsidiary	(3.65)	(3.80)
Britannia Dairy Private Limited	Subsidiary	(4.57)	0.46
Britchip Foods Limited	Subsidiary	(0.93)	-
Nalanda Biscuits Company Limited	Associate	(1.54)	0.07
Klassik Foods Private Limited	Associate	0.04	(0.01)
Sunandaram Foods Private Limited	Associate	4.17	3.04
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	0.06	0.04
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	353.08	354.40
Go Airlines (India) Limited	Other related party	335.12	0.72
Total		682.70	354.24

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Provision for doubtful loans / advances			
Manna Foods Private Limited	Subsidiary	1.04	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
Sunrise Biscuit Company Private Limited	Subsidiary	14.03	14.03
Ganges Vally Foods Private Limited	Subsidiary	10.61	0.72
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
Daily Bread Gourmet Foods (India) Private Limited *	Subsidiary	2.00	28.69
Manna Foods Private Limited	Subsidiary	4.67	4.67
Britannia Dairy Holdings Private Limited, Mauritius	Subsidiary	0.06	0.06
Britchip Foods Limited	Subsidiary	51.00	16.20
Britannia Nepal Private Limited	Subsidiary	55.00	10.00
Klassik Foods Private Limited	Associate	0.32	0.32
Nalanda Biscuits Company Limited	Associate	0.28	0.28
Sunandaram Foods Private Limited	Associate	14.50	14.50
Total		355.05	292.05
* The movement is on account of write off of investments during the year [Refer note 52 for further details].			
Provision for diminution in value of investment			
Britannia and Associates (Mauritius) Private Limited, Mauritius	Subsidiary	35.00	35.00
Daily Bread Gourmet Foods (India) Private Limited	Subsidiary	-	26.69
Total		35.00	61.69
Corporate Guarantee			
Britannia and Associates (Mauritius) Private Limited, Mauritius	Subsidiary	89.93	84.72
Stand by letter of credit			
Britannia Nepal Private Limited	Subsidiary	30.00	-

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Letter of awareness / comfort			
Strategic Food International Co. LLC, Dubai	Subsidiary	9.42	8.87
Al Sallan Food Industries Co. SAOC	Subsidiary	8.98	8.46
J B Mangharam Foods Private Limited	Subsidiary	25.00	25.00
Manna Foods Private Limited	Subsidiary	63.50	63.50
International Bakery Products Limited	Subsidiary	30.00	30.00
Total		136.90	135.83
Letter of financial and operational support / undertaking given to the following subsidiaries:			
Strategic Food International Co. LLC, Dubai	Subsidiary		
Al Sallan Food Industries Co. SAOC	Subsidiary		
Britannia and Associates (Mauritius) Private Limited, Mauritius	Subsidiary		
Britannia and Associates (Dubai) Private Company Limited, Dubai	Subsidiary		
Strategic Brands Holding Company Limited, Dubai	Subsidiary		
Vasana Agrex and Herbs Private Limited	Subsidiary		
Snacko Bisc Private Limited	Subsidiary		
Sunrise Biscuit Company Private Limited	Subsidiary		

Note:

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.

Note 45 Employee benefits**(a) Post retirement benefit - Defined contribution plans**

- (i) The Company has recognised an amount of ₹ 5.92 (31 March 2018: ₹ 3.59) as expenses under the defined contribution plans in the Statement of Profit and Loss for the year:

	31 March 2019	31 March 2018
Benefit (Contribution to)		
Provident Fund	2.70	0.93
Family Pension Scheme	2.64	2.12
Pension Fund	0.58	0.54
Total	5.92	3.59

(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 ₹ 6.32 (31 March 2018: ₹ 4.74). 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

- 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 only upon completion of five years of service, 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.

	31 March 2019	31 March 2018
1. Reconciliation of net defined benefit asset / (liability)		
(i) Reconciliation of present value of defined benefit obligation:		
Obligations as at 1 April	17.20	15.39
Service cost	2.35	1.84
Interest cost	1.23	0.99
Benefits settled	(2.20)	(2.08)
Actuarial (gain) / loss due to demographic assumptions	(0.38)	-
Actuarial (gain) / loss due to financial assumptions	1.34	0.43
Actuarial (gain) / loss due to experience adjustments	2.40	0.63
Obligations as at year end 31 March	21.94	17.20
(ii) Reconciliation of present value of plan asset:		
Plan assets as at 1 April at fair value	19.64	17.07
Expected return on plan assets	1.48	1.28
Return on assets excluding interest income	0.15	0.48
Contributions	4.79	2.89
Benefits settled	(2.20)	(2.08)
Plan assets as at 31 March at fair value	23.86	19.64
(iii) Reconciliation of net defined benefit asset:		
Present value of obligation as at 31 March	21.94	17.20
Plan assets as at 31 March at fair value	23.86	19.64
Amount recognised in balance sheet asset	1.93	2.44

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	31 March 2019	31 March 2018
2. Expenses recognised in the Statement of Profit and Loss under Employee benefit expense:		
Current service cost	2.35	1.84
Interest cost	1.23	0.99
Interest income	(1.48)	(1.28)
Net cost	2.10	1.55
3. Remeasurements recognised in statement of Other comprehensive income:		
Actuarial loss on defined benefit obligation	3.36	1.06
Return on plan assets excluding interest income	(0.15)	(0.48)
Loss recognised in statement of other comprehensive income	3.21	0.58
4. Amount recognised in the balance sheet:		
Opening asset	(2.44)	(1.68)
Expense as above	5.30	2.13
Employers' contribution paid	(4.79)	(2.89)
Closing asset	(1.93)	(2.44)
5. Experience adjustment:		
On plan liabilities (gain) / loss	2.40	0.63
On plan assets gain	0.15	0.48
6. Investment details:	% Invested	% Invested
Government of India securities	3.09	3.62
State Government securities	49.15	37.83
Public sector securities	37.63	50.70
Mutual funds	6.08	4.70
Special deposit scheme	2.57	3.02
Short term deposit	1.48	0.13
	100.00	100.00
7. Principal actuarial assumptions:		
Discount factor [Refer note (i) below]	7.70%	7.50%
Estimated rate of return on plan assets [Refer note (ii) below]	7.70%	7.50%
Attrition rate:		
Service related:		
5 years and above	4%	4%
Below 5 years	25%	23%
Salary escalation rate [Refer note (iii) below]	7%	6%
Retirement age (in years)	58	58

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	31 March 2019	31 March 2018
8. Maturity profile of defined benefit obligation:		
Within 1 year	2.93	1.77
1-2 year	2.01	2.60
2-3 year	2.04	1.79
3-4 year	3.30	1.90
4-5 year	3.03	2.94
5-10 year	16.02	13.03

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.

Sensitivity analysis

The sensitivity analysis of significant actuarial assumption as at end of reporting period is shown below.

A. Discount rate		
Discount rate -50 basis points	22.77	17.85
Assumptions	7.20%	7.00%
Discount rate +50 basis points	21.03	16.58
Assumptions	8.20%	8.00%
B. Salary escalation rate		
Salary rate -50 basis points	21.07	16.61
Assumptions	6.50%	5.50%
Salary rate +50 basis points	22.72	17.82
Assumptions	7.50%	6.50%
C. Withdrawal rate		
Withdrawal rate -50 basis points	21.87	17.11
Withdrawal rate +50 basis points	21.86	17.26

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 46 Disclosure as per Regulation 34 (3) and 53 (f) read with Part A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of loans and advances, the amount in the nature of loans outstanding at year end:

	Outstanding as at		Maximum outstanding during the year ended	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Subsidiaries				
Manna Foods Private Limited	-	-	-	62.31
International Bakery Products Limited	-	-	-	26.64
Varun Berry	-	-	29.79	-

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 ₹ 0.71 (31 March 2018: ₹ 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 ₹ 0.71 (31 March 2018: ₹ 1.43) 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 ₹ 24.73 (31 March 2018: ₹ 20.14) in accordance with Section 135 of the Act. The following amounts were spent during the current and previous years:

For the year ended	31 March 2019	31 March 2018
(i) Amount spent other than for construction/ acquisition of any asset	24.73	22.14
(ii) Amount accrued and spent	-	-
Total	24.73	22.14

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. The Company will 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. Further, the Company has a right to claim losses, if any, from Sharepro and accordingly the Company does not plan to make good the losses on its own account.

Note 50 **Research and Development expenses**

For the year ended	31 March 2019	31 March 2018
Capital expenditure	0.77	1.86
Revenue expenditure	33.83	26.68
Total	34.60	28.54

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

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 maturities of finance lease obligations and bank overdraft.

The Company monitors capital on the basis of the following gearing ratio.

As at	31 March 2019	31 March 2018
Total debt	0.53	9.51
Total equity	4,039.45	3,235.28
Debt to equity %	0.01%	0.29%

Note 52 Consequent to the initiation of the liquidation process of Daily Bread Gourmet Foods (India) Private Limited (subsidiary of the Company), the provision for diminution in the value of investment of ₹ 26.69 has been reversed and the investment in equity shares amounting to ₹ 26.69 has been written off. Further, the reduction in the carrying value of investments due to business combination amounting to ₹ 2.98 has been adjusted with the carrying value of the investment.

Note 53 The Board of Directors at their Meeting held on 6 August 2018 approved the issue of secured non-convertible redeemable fully paid-up debentures as Bonus Debentures of ₹ 60 each out of the Accumulated Profits of the Company, in the ratio of 1 Bonus Debenture for every 1 equity share of ₹ 2 each held by the shareholders on a Record date as may be decided by the Board. Further, the Board of Directors at their Meeting held on 7 October 2018 approved the Scheme of Arrangement of Britannia Industries Limited and their Members for issue of bonus debentures in accordance with Sections 230 to 232 of the Companies Act, 2013 read with the rules made thereunder. Following the approval of sub-division of equity shares of face value of ₹ 2 each into 2 equity shares of face value of ₹ 1 each by the Members, the Bonus Debenture Committee constituted by the Board of Directors for Issue of Bonus Debentures, approved the revision in the Scheme of Arrangement to give effect to the aforementioned sub-division changing the value of Bonus Debenture to ₹ 30 per Debenture. The Company has obtained necessary approvals from BSE Limited, National Stock Exchange of India Limited, SEBI and filed an application with the National Company Law Tribunal (NCLT), Kolkata for approval of the Scheme of Arrangement. The NCLT has, by its order dated 10 April 2019 directed convening of a meeting of the Shareholders of the Company on 27 May 2019 for approval of the said Scheme, the notice for which has been issued to the Shareholders along with necessary newspaper publication. The NCLT has also appointed the Chairperson and Scrutinizer for the meeting and prescribed the procedures to be followed for obtaining approval of the Shareholders.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ 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 2019, including their levels in the fair value hierarchy.

Particulars	Carrying amount				Fair value				
	Note	FVTPL	FVOCI	Other financial assets - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Investment in mutual funds	7 & 12	764.21	-	-	-	-	764.21	-	764.21
Investments with insurance companies	7	13.34	-	-	-	-	13.34	-	13.34
		<u>777.55</u>	-	-	-	-	<u>777.55</u>	-	<u>777.55</u>
Financial assets not measured at fair value									
Investments in debentures/bonds	7 & 12	-	-	515.85	-	-	-	-	515.85
Investments in preference shares	7	-	-	6.05	-	-	-	-	6.05
Investments in tax free bonds	7	-	-	14.11	-	-	-	-	14.11
Investments in government securities	7	-	-	12.29	-	-	-	-	12.29
Loans	8 & 15	-	-	1,136.96	-	-	-	-	1,136.96
Other financial assets	9 & 16	-	-	120.54	-	-	-	-	120.54
Trade receivables	13	-	-	350.96	-	-	-	-	350.96
Cash and cash equivalents	14	-	-	24.73	-	-	-	-	24.73
Bank balances	14	-	-	15.75	-	-	-	-	15.75
		-	-	<u>2,197.24</u>	-	-	-	-	<u>2,197.24</u>
Financial liabilities not measured at fair value									
Borrowings	20	-	-	-	0.26	-	-	-	0.26
Trade payables	22	-	-	-	1,032.54	-	-	-	1,032.54
Other financial liabilities	21 & 23	-	-	-	232.20	-	-	-	232.20
		-	-	-	<u>1,265.00</u>	-	-	-	<u>1,265.00</u>

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2018, including their levels in the fair value hierarchy.

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Particulars	Carrying amount				Fair value				
	Note	FVTPL	FVOCI	Other financial assets - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value									
Investment in mutual funds	7 & 12	764.46	-	-	-	-	764.46	-	764.46
Investments with insurance companies	7	12.41	-	-	-	-	12.41	-	12.41
		<u>776.87</u>	-	-	-	-	<u>776.87</u>	-	<u>776.87</u>
Financial assets not measured at fair value									
Investments in debentures/bonds	7 & 12	-	-	71.49	-	-	-	-	71.49
Investments in preference shares	7	-	-	6.05	-	-	-	-	6.05
Investments in tax free bonds	7	-	-	14.11	-	-	-	-	14.11
Investments in government securities	7 & 12	-	-	13.24	-	-	-	-	13.24
Investments in commercial paper	12	-	-	74.24	-	-	-	-	74.24
Loans	8 & 15	-	-	907.15	-	-	-	-	907.15
Other financial assets	16	-	-	98.51	-	-	-	-	98.51
Trade receivables	13	-	-	230.32	-	-	-	-	230.32
Cash and cash equivalents	14	-	-	88.91	-	-	-	-	88.91
Bank balances	14	-	-	8.34	-	-	-	-	8.34
		-	-	<u>1,512.36</u>	-	-	-	-	<u>1,512.36</u>
Financial liabilities not measured at fair value									
Borrowings	20	-	-	-	9.31	-	-	-	9.31
Trade payables	22	-	-	-	866.36	-	-	-	866.36
Other financial liabilities	21 & 23	-	-	-	207.59	-	-	-	207.59
		-	-	-	<u>1,083.26</u>	-	-	-	<u>1,083.26</u>

The fair value of cash and cash equivalents, bank balances, trade receivables, loans, investments in tax-free bonds, investments in debentures/bonds, investments in preference shares, investments in government securities, investments in commercial paper, 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 liquid and short-term 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.

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 maximum payment period of two months 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 2019	31 March 2018
India	267.82	208.27
Others	89.78	28.51
	357.60	236.78

The Company's exposure to credit risk for trade receivables by type of counterparty is as follows:

	Gross carrying amount	
	31 March 2019	31 March 2018
Institutional	154.28	86.69
Authorised wholesaler	88.81	96.73
Exports	89.78	28.51
Others	24.73	24.85
	357.60	236.78

Movement in the allowance for impairment in trade receivables

Opening balance	6.46	5.95
Amount provided for	0.18	0.51
Net remeasurement of loss allowance	6.64	6.46

*Loans receivables***Movement in the allowance for impairment in loans receivable**

Opening balance	1.04	1.04
Amount provided for	-	-
Net remeasurement of loss allowance	1.04	1.04

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

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 2019, the expected cash flows from trade receivables is ₹ 350.96 (31 March 2018: ₹ 230.32). This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

In addition, the Company maintains the following lines of credit, ₹ 274 (31 March 2018: ₹ 224) overdraft facility with various banks that is unsecured. Interest would be payable basis prevailing MCLR plus applicable margin (31 March 2018 : prevailing MCLR plus applicable margin)

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2019 and 31 March 2018:

Particulars	As at 31 March 2019		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Trade payables	1,032.54	-	-
Other financial liabilities (Refer note 21 and 23)	204.90	-	27.03
Finance lease obligations (Refer note 20 and 23)	0.27	0.26	-
	1,237.71	0.26	27.03

Particulars	As at 31 March 2018		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Trade payables	866.36	-	-
Other financial liabilities (Refer note 21 and 23)	182.42	-	24.97
Finance lease obligations (Refer note 20 and 23)	0.20	0.30	-
	1,048.98	0.30	24.97

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

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

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 2019		31 March 2018	
	Euro	USD	Euro	USD
Export receivables	-	1.25	-	0.30
Overseas payables	(0.20)	(0.10)	(0.03)	-

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.

Note 55 Due to the transition method chosen in applying Ind AS 115, comparative information has not been restated to reflect the new requirements.

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 2019	31 March 2018
Sale of goods/ Income from operations	26	10,389.49	9,282.04
Other operating revenues	26	92.96	98.13
Revenue from operations		10,482.45	9,380.17

B. Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical market

India	10,042.38	9,044.33
Others	347.11	237.71
Sale of goods/ Income from operations	10,389.49	9,282.04

The Company does not incur any cost to obtain or fulfil a contract with the customer.

C. Reconciliation of Sale of goods/ Income from operations

Gross Sales Value	10,914.28	9,673.42
Add: Customer loyalty programme	1.39	5.87
Less: Stock returns	99.83	80.14
Less: Trade discounts, promotions & channel margins	426.35	317.11
Sale of goods/ Income from operations	10,389.49	9,282.04

NOTES TO STANDALONE FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

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 2019	31 March 2018
7	Non-current investments:		
(a)	Unquoted - Investments in debentures / bonds		
	The Bengal Chamber of Commerce and Industry	4	4
	6 1/2 % Non-redeemable registered debentures 1962		
44.	Related party disclosures under Ind AS 24:		
(a)	Outstanding as at year end - net receivables / (payables)		
-	Britannia Dairy Holdings Private Limited, Subsidiary Mauritius	46	46

Note 57 During the year ended 31 March 2019, no material foreseeable loss (31 March 2018: Nil) was incurred for any long-term contract including derivative contracts.

As per our report of even date attached for B S R & Co. LLP Chartered Accountants ICAI Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors

Chairman	: Nusli N Wadia	
Managing Director	: Varun Berry	
Directors	: A K Hirjee	Ajai Puri
	: Keki Elavia	Ness N Wadia
	: Nimesh N Kampani	Ranjana Kumar
	: Avijit Deb	Y.S.P Thorat
	: Jeh N Wadia	Tanya Arvind Dubash
	: Keki Dadiseth	

Supreet Sachdev Partner Membership number: 205385

Chief Financial Officer : N. Venkataraman
Company Secretary : T.V. Thulsidass

Place: Bangalore Date : 1 May 2019

Place: Mumbai Date : 1 May 2019

INDEPENDENT AUDITOR'S REPORT

**To the Members of Britannia Industries Limited
Report on the Audit of Consolidated Financial Statements
Opinion**

We have audited the consolidated financial statements of Britannia Industries Limited (hereinafter referred to as "the Company" or "the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associates, which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries and associates as were audited by the other auditors, 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, of the

Revenue Recognition

See note 3(i), note 31 and note 59 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The principal products of the Group comprise food products that are mainly sold through distributors, modern trade and direct sale channels amongst others. Revenue is recognised when the customer obtains control of the goods.</p> <p>We identified revenue recognition as a key audit matter because the group and its external stakeholders focus on revenue as a key performance indicator. This could create an incentive for revenue to be overstated or recognised before control has been transferred.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. We evaluated the design of key controls and operating effectiveness of the relevant key controls with respect to revenue recognition on selected transactions. We performed substantive testing by selecting samples of revenue transactions, recorded during the year by testing the underlying documents using statistical sampling. We carried out analytical procedures on revenue recognised during the year to identify unusual variances. We performed confirmation procedures on selected customer balances at the balance sheet date. We tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognised in the appropriate financial period. We tested manual journal entries posted to revenue to identify unusual items.

consolidated state of affairs of the Group and its associates as at 31 March 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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.

Related party transactions

See note 16, note 41(b) and note 47 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group has entered into several transactions with related parties during the year 2018-19. We identified related party transactions as a key audit matter because of risks with respect to completeness of disclosures made in the consolidated financial statements; non-compliance with statutory regulations governing related party relationships such as the Companies Act 2013 and SEBI Regulations and the judgement involved in assessing whether transactions with related parties are undertaken at arms' length.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> We carried out an assessment of the key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standard. We carried out an assessment of compliance with the listing regulations and the regulations under the Companies Act, 2013, including checking of approvals/ scrutiny as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions. In cases where the matter was subject to interpretation, we exercised judgement to rely on opinions provided by legal practitioners. We considered the adequacy and appropriateness of the disclosures in the consolidated financial statements, relating to the related party transactions. For transactions with related parties, we inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. We also tested completeness of related parties with reference to the various registers maintained by the respective Company statutorily. We have tested on a sample basis, Management's assessment of related party transactions for arm's length pricing.

Tax litigations – provisions and contingencies

See note 3(o), note 25, note 30, note 38 and note 42 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group is involved in several ongoing direct and indirect tax litigations in various states of India.</p> <p>The Group recognises a provision when it 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.</p> <p>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.</p> <p>We have identified tax litigations, provisions and contingencies as a key audit matter because it requires the management to make judgements and estimates in relation to the exposure arising out of litigations. The key judgement lies in the estimation of provisions where they may differ from the future obligations. The Group operates under several tax laws and some of these have a significant impact on the consolidated financial statements of the Company.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> We tested the effectiveness of key controls around the recording and assessment of tax provisions and contingent liabilities. We used our own tax specialists to assess the value of the provisions and contingent liabilities in light of the nature of the exposures, applicable regulations and related correspondences with the authorities. We assessed the relevant historical and recent judgments passed by the court authorities. Obtained Management's assessment of the open cases and compared the same to the assessment of our tax specialists to assess the reasonableness of the provision or contingency. Considered the adequacy of the disclosures made in relation to taxation related provisions and contingencies in the financial statements.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the financial statements and our auditor's report thereon. The information included in the annual report is expected to be made available to us after the date of the auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do 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 other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

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

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group and its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of each company 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.

The respective Board of Directors of the companies included in the Group and of its associates is responsible for overseeing the financial reporting process of each company.

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

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 SAs 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.

As part of an audit in accordance with SAs, 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 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 in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 (company and subsidiaries) as well as associates and joint ventures and joint operations to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates and joint ventures and joint operations to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by 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. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other

auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

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.

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

- We did not audit the financial statements of seven subsidiaries whose financial statements reflect total assets of INR 766.50 crores as at 31 March 2019, total revenues of INR 510.09 crores and net cash outflows amounting to INR 9.24 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements 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 is based solely on the audit reports of the other auditors.

These subsidiaries are located outside India whose financial statements 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 Company's management has converted the financial statements 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 Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

- (b) The consolidated financial statements also include the Group's share of net loss (and other comprehensive income) of INR 0.97 crores for the year ended 31 March 2019, as considered in the consolidated financial statements, in respect of three associates, whose financial statements have not been audited by us or by other auditors. These unaudited financial statements 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 associates, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and associates, is based solely on such unaudited financial statements. 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 on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries and associates as were audited by other auditors, as noted in the 'Other Matters' paragraph, 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 purposes 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 and the reports of the other auditors.
- c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows 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 the 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 as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31 March 2019 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, its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, 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 separate financial statements of the subsidiaries and associates, as noted in the 'Other Matters' paragraph:

- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group and its associates. Refer Note 38 to the consolidated financial statements.

The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2019.

- ii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and associate companies incorporated in India during the year ended 31 March 2019.

The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2019.

- C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid during

the current year by the Holding Company, its subsidiary companies and associate companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies and associate companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

for B S R & Co LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Place: Bangalore
Date: 1 May 2019

Supreet Sachdev
Partner
Membership No: 205385

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF BRITANNIA INDUSTRIES LIMITED ("THE COMPANY") FOR THE YEAR ENDED 31 MARCH 2019

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 1A(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of Britannia Industries Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies and its associate companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies and its associate companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. 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 its business, including adherence to the respective 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. 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 consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies and associate companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A Company's internal financial controls with reference to consolidated 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 consolidated financial statements includes 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 consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

for B S R & Co LLP
Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Place: Bangalore
Date: 1 May 2019

Supreet Sachdev
Partner
Membership No: 205385

CONSOLIDATED BALANCE SHEET

As at	Note	₹ in Crores	
		31 March 2019	31 March 2018
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4	1,535.58	1,194.44
(b) Capital work-in-progress	4	101.24	202.82
(c) Investment property	5	14.73	14.99
(d) Goodwill	6	130.37	128.20
(e) Other intangible assets	6	7.62	7.97
(f) Investment in associates	7	1.04	2.01
(g) Financial assets			
(i) Investments	8	725.36	220.47
(ii) Loans receivable	9	19.02	134.24
(iii) Other financial assets	10	28.67	-
(h) Deferred tax assets, (net)	19	13.75	22.57
(i) Income-tax assets, (net)	19	37.02	22.32
(j) Other non-current assets	11	101.08	86.61
Total non-current assets		2,715.48	2,036.64
(2) Current assets			
(a) Inventories	12	781.38	652.79
(b) Financial assets			
(i) Investments	13	749.88	856.80
(ii) Trade receivables	14	394.24	304.60
(iii) Cash and cash equivalents	15	60.32	129.91
(iv) Bank balances other than (iii) above	15	49.50	56.51
(v) Loans receivable	16	1,203.92	844.34
(vi) Other financial assets	17	126.29	100.74
(c) Other current assets	18	160.81	205.59
Total current assets		3,526.34	3,151.28
Total assets		6,241.82	5,187.92
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	20	24.03	24.01
(b) Other equity	21	4,229.22	3,382.22
Equity attributable to equity holders of the parent		4,253.25	3,406.23
Non-controlling interests		32.68	13.14
Total equity		4,285.93	3,419.37
(2) Liabilities			
(A) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	61.92	84.57
(ii) Other financial liabilities	23	27.24	25.20
(b) Deferred tax liabilities, (net)	19	3.87	-
(c) Government grant	24	-	1.94
(d) Provisions	25	11.45	8.87
Total non-current liabilities		104.48	120.58
(B) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	26	76.10	93.65
(ii) Trade payables	27		
(a) total outstanding dues of micro enterprises and small enterprises		1.78	1.55
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,138.73	992.54
(iii) Other financial liabilities	28	269.20	234.77
(b) Other current liabilities	29	95.22	88.89
(c) Government grant	24	0.71	1.36
(d) Provisions	30	196.51	178.97
(e) Current tax liabilities, (net)	19	73.16	56.24
Total current liabilities		1,851.41	1,647.97
Total liabilities		1,955.89	1,768.55
Total equity and liabilities		6,241.82	5,187.92
Significant accounting policies	3		

See accompanying notes to consolidated financial statements

As per our report of even date attached

for B S R & Co. LLP

Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors

Chairman : Nusli N Wadia
Managing Director : Varun Berry
Directors : A K Hirjee
Ajai Puri
Keki Elavia
Nimesh N Kampani
Avijit Deb
Jeh N Wadia
Keki Dadiseth
Ness N Wadia
Ranjana Kumar
Y.S.P Thorat
Tanya Arvind Dubash

Supreet Sachdev

Partner
Membership number: 205385

Chief Financial Officer : N. Venkataraman
Company Secretary : T.V. Thulsidass

Place: Bangalore
Date: 1 May 2019

Place: Mumbai
Date: 1 May 2019

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the year ended	Note	₹ in Crores	
		31 March 2019	31 March 2018
I. Revenue from operations			
Sale of goods / Income from operations	31	10,973.46	9,905.63
Other operating revenues	31	81.21	84.47
		11,054.67	9,990.10
II. Other income	32	206.45	166.37
III. Total income (I+II)		11,261.12	10,156.47
IV. Expenses			
Cost of materials consumed		5,513.01	4,906.08
Excise duty		-	76.11
Purchase of stock-in-trade	33	1,103.63	1,194.72
Changes in inventories of finished goods, stock-in-trade and work-in-progress	34	(55.18)	6.30
Employee benefits expense	35	441.82	401.60
Finance costs	36	9.09	7.59
Depreciation and amortisation expense	4, 5, 6	161.88	142.07
Other expenses	37	2,317.97	1,903.64
Total expenses		9,492.22	8,638.11
V. Profit before share of profits / (loss) of associates (III-IV)		1,768.90	1,518.36
VI. Share of (loss) / profit of associates		(0.97)	(0.18)
VII. Profit before tax (V+VI)		1,767.93	1,518.18
VIII. Tax expense:			
(i) Current tax	19	599.78	513.68
(ii) Deferred tax	19	12.69	0.54
		612.47	514.22
IX. Profit for the year (VII-VIII)		1,155.46	1,003.96
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		(4.09)	(1.06)
Income-tax relating to items not to be reclassified subsequently to statement of profit or loss		1.43	0.36
Items that will be reclassified subsequently to statement of profit or loss			
Foreign currency translation reserve		6.50	0.49
Other comprehensive income/ (loss), net of tax		3.84	(0.21)
XI. Total comprehensive income for the year (IX+X)		1,159.30	1,003.75
Profit attributable to:			
Owners of the Company		1,159.12	1,004.23
Non-controlling interests		(3.66)	(0.27)
Profit for the year		1,155.46	1,003.96
Other comprehensive income attributable to:			
Owners of the Company		3.84	(0.21)
Non-controlling interests		-	-
Other comprehensive income for the year		3.84	(0.21)
Total comprehensive income attributable to:			
Owners of the Company		1,162.96	1,004.02
Non-controlling interests		(3.66)	(0.27)
Total comprehensive income for the year		1,159.30	1,003.75
Earnings per share (face value of ₹ 1 each)	43		
Basic [in ₹]		48.25	41.83
Diluted [in ₹]		48.21	41.81
Weighted average number of equity shares used in computing earnings per share:			
- Basic		240,246,514	240,092,954
- Diluted		240,427,551	240,214,276
Significant accounting policies	3		

See accompanying notes to consolidated financial statements

As per our report of even date attached

for B S R & Co. LLP

Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors

Chairman : Nusli N Wadia
Managing Director : Varun Berry
Directors : A K Hirjee
Ajai Puri
Keki Elavia
Nimesh N Kampani
Avijit Deb
Jeh N Wadia
Keki Dadiseth
Ness N Wadia
Ranjana Kumar
Y.S.P Thorat
Tanya Arvind Dubash

Supreet Sachdev

Partner
Membership number: 205385

Chief Financial Officer : N. Venkataraman
Company Secretary : T.V. Thulsidass

Place: Bangalore
Date: 1 May 2019

Place: Mumbai
Date: 1 May 2019

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Particulars	Equity share capital					Surplus				Other equity			Total equity attributable to equity holders of the Company		Attributable to non-controlling interest		Total
	Equity share capital	Securities premium	Retained earnings	Capital reserve	Capital redemption reserve	General reserve	Share options outstanding account	Foreign currency translation reserve	Other comprehensive income	Equity instruments through OCI	Other items of OCI	Total equity attributable to equity holders of the Company	Attributable to non-controlling interest	Total			
Balance as at 1 April 2017	24.00	30.00	2,116.87	0.63	3.96	513.44	5.92	0.35	-	(0.75)	2,696.42	2.60	2,699.02				
Changes in equity for the year ended 31 March 2018																	
Increase in share capital on exercise of employee stock options	0.01	-	-	-	-	-	-	-	-	-	0.01	-	0.01				
Foreign currency translation reserve	-	-	-	-	-	-	-	0.49	-	-	0.49	-	0.49				
Share based payment (Refer note 35)	-	-	-	-	-	8.64	-	-	-	-	8.64	-	8.64				
Transfer to general reserve	-	-	(95.71)	-	-	-	-	-	-	-	(95.71)	-	(95.71)				
Transfer from retained earnings	-	-	-	-	-	95.71	-	-	-	-	95.71	-	95.71				
Transfer to securities premium on issue of equity shares	-	15.05	-	-	-	-	-	-	-	-	15.05	-	15.05				
Transfer to securities premium from share options outstanding account	-	3.12	-	-	-	-	(3.12)	-	-	-	-	-	-				
Dividends (including dividend distribution tax)	-	-	(317.91)	-	-	-	-	-	-	-	(317.91)	-	(317.91)				
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	-	-	(0.70)	(0.70)	-	(0.70)				
Additions on account of acquisitions	-	-	-	-	-	-	-	-	-	-	-	10.81	10.81				
Profit for the year	-	-	1,004.23	-	-	-	-	-	-	-	1,004.23	(0.27)	1,003.96				
Balance as at 31 March 2018	24.01	48.17	2,707.48	0.63	3.96	611.15	11.44	0.84	-	(1.45)	3,406.23	13.14	3,419.37				
Balance as at 1 April 2018	24.01	48.17	2,707.48	0.63	3.96	611.15	11.44	0.84	-	(1.45)	3,406.23	13.14	3,419.37				
Changes in equity for the year ended 31 March 2019																	
Increase in share capital on exercise of employee stock options	0.02	-	-	-	-	-	-	-	-	-	0.02	-	0.02				
Foreign currency translation reserve	-	-	-	-	-	-	-	6.50	-	-	6.50	-	6.50				
Share based payment (Refer note 35)	-	-	-	-	-	-	16.12	-	-	-	16.12	-	16.12				
Transfer to general reserve	-	-	(112.22)	-	-	-	-	-	-	-	(112.22)	-	(112.22)				
Transfer from retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-				
Transfer to securities premium on issue of equity shares	-	29.77	-	-	-	-	-	-	-	-	29.77	-	29.77				
Transfer to securities premium from share options outstanding account	-	7.63	-	-	-	-	(7.63)	-	-	-	-	-	-				
Dividends (including dividend distribution tax)	-	-	(361.85)	-	-	-	-	-	-	-	(361.85)	-	(361.85)				
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	-	-	-	(2.66)	(2.66)	-	(2.66)				
Additions on account of acquisitions	-	-	-	-	-	-	-	-	-	-	-	23.20	23.20				
Profit for the year	-	-	1,159.12	-	-	-	-	-	-	-	1,159.12	(3.66)	1,155.46				
Balance as at 31 March 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				

See accompanying notes to consolidated financial statements

As per our report of even date attached

for B S R & Co. LLP

Chartered Accountants

ICAI Firm registration number: 101248W/V-100022

Supreet Sachdev

Partner

Membership number: 205385

Place: Bangalore

Date: 1 May 2019

for and on behalf of the Board of Directors

Chairman

Managing Director

Directors

: Nusli N Wadia

: Varun Berry

: A K Hirjee

: Keki Elavia

: Nimesh N Kampani

: Avijit Deb

: Jeh N Wadia

: Keki Dadiseth

: N. Venkataraman

: T.V. Thulsidas

Chief Financial Officer

Company Secretary

Place: Mumbai

Date: 1 May 2019

CONSOLIDATED STATEMENT OF CASH FLOW

₹ in Crores

For the year ended	31 March 2019	31 March 2018
Cash flows from operating activities		
Profit before share of profits / (loss) of associates	1,768.90	1,518.36
Adjustments for :		
Depreciation and amortisation expenses	161.88	142.07
Share based payment expense	16.12	8.64
Net gain on financial asset measured at fair value through Statement of Profit and Loss	(63.85)	(55.24)
Profit on disposal of property, plant and equipment	(0.97)	(0.43)
Interest income	(136.77)	(104.03)
Finance costs	9.09	7.59
Changes in		
Inventories	(127.21)	8.76
Trade receivables	(86.67)	(125.22)
Loans receivable, other financial assets and other assets	10.90	82.15
Accounts payables, other financial liabilities, other liabilities and provisions	200.49	262.58
Cash generated from operating activities	1,751.91	1,745.23
Income-tax paid, net of refund	(596.13)	(496.46)
Net cash from operating activities	1,155.78	1,248.77
Cash flow from investing activities		
Acquisition of property, plant and equipment and other intangible assets	(401.21)	(422.93)
Proceeds from sale of property, plant and equipment	1.82	1.76
Purchase of investments, net	(334.12)	(537.37)
Inter-corporate deposits placed	(874.30)	(767.22)
Inter-corporate deposits redeemed	635.40	660.39
Interest received	116.88	109.11
Net cash used in investing activities	(855.53)	(956.26)
Cash flow from financing activities		
Proceeds from share allotment	29.79	15.06
Interest paid	(9.38)	(7.48)
(Repayment) of / proceeds from borrowings	(41.91)	67.25
Contribution from non-controlling interest	23.20	10.80
Dividends paid (including dividend distribution tax)	(354.38)	(317.38)
Net cash used in financing activities	(352.68)	(231.75)

CONSOLIDATED STATEMENT OF CASH FLOW (CONTINUED)

	₹ in Crores	
For the year ended	31 March 2019	31 March 2018
Net change in cash and cash equivalents	(52.43)	60.76
Effect of exchange rate changes on cash and cash equivalents	3.31	(0.26)
Cash and cash equivalents at the beginning of the year	107.84	47.34
Cash and cash equivalents at the end of year	58.72	107.84
Cash and cash equivalents at the end of the year [Refer note 15]	60.32	129.91
Book overdraft [Refer note 28]	(1.60)	(13.06)
Bank overdraft [Refer note 26]	-	(9.01)
	58.72	107.84
Debt reconciliation statement in accordance with Ind AS 7		
Current borrowings		
Opening balance	84.64	84.31
(Repayment) of / proceeds from borrowings	(13.03)	-
Exchange fluctuation	4.49	0.33
Closing balance	76.10	84.64
Non current borrowings and current maturities of long term borrowings		
Opening balance	110.01	42.72
(Repayment) of / proceeds from borrowings	(28.88)	67.25
Exchange fluctuation	-	0.04
Closing balance	81.13	110.01

Significant accounting policies [Refer note 3]

See accompanying notes to consolidated financial statements

As per our report of even date attached

for B S R & Co. LLP

Chartered Accountants

ICAI Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors

Chairman : Nusli N Wadia
 Managing Director : Varun Berry
 Directors : A K Hirjee
 Keki Elavia
 Nimesh N Kampani
 Avijit Deb
 Jeh N Wadia
 Keki Dadiseth

Ajai Puri
 Ness N Wadia
 Ranjana Kumar
 Y.S.P Thorat
 Tanya Arvind Dubash

Supreet Sachdev

Partner

Membership number: 205385

Chief Financial Officer : N. Venkataraman
 Company Secretary : T.V. Thulsidass

Place: Bangalore
Date: 1 May 2019Place: Mumbai
Date: 1 May 2019**NOTES TO CONSOLIDATED 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 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 1 May 2019.

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

B. Functional and 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 plan 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 39 - 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 2019 is included in the following notes:

- Note 48 - measurement of defined benefit obligations: key actuarial assumptions;

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- Note 42 - 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 54 - financial instruments.

3. Significant accounting policies

(a) Basis of consolidation

i. Subsidiaries

Subsidiaries are all 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 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.

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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 2019	31 March 2018
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	97.20	51.00
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
Britannia and Associates (Mauritius) Private Limited	Mauritius	100.00	100.00
Britannia and Associates (Dubai) Private Co. Limited	Dubai, UAE	100.00	100.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Name of the Company	Country of incorporation	Ownership interest (in %) (Direct)	
		31 March 2019	31 March 2018
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
Daily Bread Gourmet Foods (India) Private Limited	India	100.00	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
Associates:			
Klassik Foods Private Limited	India	26.02	26.02
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 Klassik Foods Private Limited; 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.

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 CONSOLIDATED 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 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 finance 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 under installation/under development as at the balance sheet date.

(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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

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 any accumulated impairment losses.

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 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 the table above.

Any gain or loss on disposal of an investment property is recognised in 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.

(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 statement of profit or loss.

NOTES TO CONSOLIDATED 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.

(f) Leases

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

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lease are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases, where the Group is a lessor, is recognised in income 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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.

In respect of following subsidiary, inventories are valued at cost, computed under first-in-first-out basis. The value of these inventories are as given below:

	₹ in Crores	
	31 March 2019	31 March 2018
Britannia Dairy Private Limited	16.23	13.97

(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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Investment in subsidiaries, associates and joint ventures

Investment in equity shares / preference shares in subsidiaries, 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 currently 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

Effective 1 April 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue Recognition. The Group has adopted Ind AS 115 using the cumulative effect method (without practical expedients), with the effect of initially applying this standard recognised at the date of initial application (i.e. 1 April 2018). Accordingly, the information presented for the year ended 31 March 2018 has not been restated – i.e. it is presented, as previously reported, under Ind AS 18 and related interpretations.

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(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 selected 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.

(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 NCI. 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(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 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.

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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.

(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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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.

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 (SBP) 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, demand deposits with banks, other short-term highly liquid investments 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(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.

(u) Recent accounting pronouncements

Standards issued but not effective on Balance Sheet date:

Ind AS 116 - Leases

The Group is required to adopt Ind AS 116 Leases from 1 April 2019. Ind AS 116 replaces existing leases guidance, including Ind AS 17 Leases. 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. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases.

i. Leases in which the Company is a lessee

Under the new standard, the Group will be required to recognise new assets and liabilities for its operating leases. The nature of expenses related to those leases will now change because the Group will recognise a depreciation charge for right-of-use assets and interest expense on lease liabilities. Previously, the Group recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised. The Group is in the process of evaluating the potential impact of the adoption of Ind AS 116 on accounting policies followed in its financial statements. The quantitative impact of adoption of Ind AS 116 on the financial statements in the period of initial application is not reasonably estimable as at present.

ii. Leases in which the Company is a lessor

No impact is expected for leases in which the Group is a lessor.

iii. Transition

The Group plans to apply Ind AS 116 using the modified retrospective method, with the effect of initially applying this standard recognised at the date of initial application (i.e. 1 April 2019) in retained earnings. As a result, the Group will not present individual line items appearing under comparative period presentation.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The Group shall recognise the income tax consequences of dividends when it recognises a liability to pay a dividend. Therefore, the Group shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the Group originally recognised those past transactions or events. The Group does not expect any significant impact of this amendment on its financial statements.

The amendment to Appendix C of Ind AS 12 outlines the following:

- (a) whether an Group considers uncertain tax treatments separately - The Group shall use judgement to determine whether each tax treatment should be considered separately or together with one or more other uncertain

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

tax treatments based on which approach better predicts the resolution of the uncertainty and in determining the approach the Group might consider how it prepares its income tax filings and supports tax treatments; or how the Group expects the taxation authority to make its examination and resolve issues that might arise from that examination.

- (b) the assumptions the Group makes about the examination of tax treatments by taxation authorities - The Group shall assume that a taxation authority will examine amounts it has a right to examine and have full knowledge of all related information when making those examinations.
- (c) how the Group determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates - The Group shall consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the aforesaid probability.

The Group does not expect any significant impact of this amendment on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendment clarifies that when determining past service cost, or a gain or loss on settlement due to plan amendment, curtailment or settlement, the Group shall remeasure the net defined benefit liability (asset) using the current fair value of plan assets and current actuarial assumptions, including current market interest rates and other current market prices, reflecting:

- (a) the benefits offered under the plan and the plan assets before the plan amendment, curtailment or settlement; and
- (b) the benefits offered under the plan and the plan assets after the plan amendment, curtailment or settlement.

Further, if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect any significant impact of this amendment on its financial statements.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendment clarifies that the Group shall be required to apply Ind AS 109 - "Financial Instruments", to long-term interests in an associate or joint venture that form part of the Group's net investment in the associate or joint venture but to which the equity method is not applied. The Group does not expect any significant impact of this amendment on its financial statements.

Ind AS 103 – Business Combinations and Ind AS 111 - Joint Arrangements

The amendment to Ind AS 103 relating to re-measurement clarify that when the Group obtains control of a business that is a joint operation and had rights to the assets and obligations for the liabilities relating to that joint operation immediately before the acquisition date, the transaction is a business combination achieved in stages and the Group shall re-measure its previously held interests in that business. The amendments to Ind AS 111 clarify that when the Group obtains joint control of a business that is a joint operation, the Group does not re-measure previously held interests in that business. The Group will apply the amendment if and when it obtains control / joint control of a business that is a joint operation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Note 4 - Property, plant and equipment and capital work-in-progress

Reconciliation of carrying amount

Description	Gross carrying amount			Accumulated depreciation			Carrying amounts (net)
	As at 1 April 2018	Exchange difference	As at 31 March 2019	As at 1 April 2018	Exchange difference	As at 31 March 2019	
Own assets							
Freehold land	121.23	-	121.39	-	-	-	121.39
Buildings	515.10	5.64	660.35	39.07	4.80	66.09	594.26
Plant and equipment	704.79	16.74	1,052.96	264.30	13.65	388.15	664.81
Furniture and fixtures	25.23	0.57	27.85	6.84	0.46	10.27	17.58
Motor vehicles	2.19	0.12	2.35	0.65	0.10	1.18	1.17
Office equipment	24.91	0.35	31.12	12.32	0.32	17.65	13.47
Leased assets							
Motor vehicles	0.26	-	0.61	0.22	-	0.36	0.25
Leasehold land	125.21	-	125.24	1.08	-	2.59	122.65
Total	1,518.92	23.42	2,021.87	324.48	19.33	486.29	1,535.58
					(c) 155.28		
Description	Gross carrying amount			Accumulated depreciation			Carrying amounts (net)
	As at 1 April 2017	Exchange difference	As at 31 March 2018	As at 1 April 2017	Exchange difference	As at 31 March 2018	As at 31 March 2018
Own assets							
Freehold land	97.19	-	121.23	-	-	-	121.23
Buildings	376.23	0.41	515.10	21.61	0.33	39.07	476.03
Plant and equipment	641.12	0.92	704.79	155.27	0.90	264.30	440.49
Furniture and fixtures	25.36	0.22	25.23	4.61	0.13	6.84	18.39
Motor vehicles	2.06	0.01	2.19	0.21	0.01	0.65	1.54
Office equipment	22.26	0.04	24.91	7.17	0.02	12.32	12.59
Leased assets							
Motor vehicles	0.34	-	0.26	0.19	-	0.22	0.04
Leasehold land	30.49	-	125.21	0.70	-	1.08	124.13
Total	1,195.05	1.60	1,518.92	189.76	1.39	324.48	1,194.44
					(c) 138.30		

Capital work-in-progress

Particulars	₹ in Crores	
	31 March 2019	31 March 2018
Carrying amount		
Opening carrying amount	202.82	30.07
Additions	96.54	187.39
Assets capitalised	198.12	14.64
Closing carrying amount	101.24	202.82

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 2018: 1 Co-operative Housing Society); 10 shares (31 March 2018: 10 shares) of ₹ 50/- each.
- (ii) Net carrying value ₹ 0.42 (31 March 2018: ₹ 0.72) 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 ₹ 11.33 (31 March 2018: ₹ 11.76) 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 an initial period of 25 years from 1 January 1994. This is further renewed for a period of 30 years wef from 1 January 2019.

(b) Agreement in respect of leasehold land at 31 March 2019 : one location (31 March 2018 : one location) is in the process of renewal.

(c) Depreciation:

	31 March 2019	31 March 2018
Depreciation charge for the year	155.28	138.30
Depreciation charge on investment property for the year [Refer note 5]	0.26	0.26
Amortisation for the year [Refer note 6]	3.52	4.22
Amortisation of goodwill [Refer note 6]	3.53	-
Transfer from capital subsidy [Refer note 3 (l) and 50]	(0.71)	(0.71)
Net depreciation charge for the year	161.88	142.07

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 5 - Investment property

Particulars	31 March 2019	31 March 2018
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	0.78	0.52
Depreciation charge during the year	0.26	0.26
Closing accumulated depreciation	1.04	0.78
Net carrying amount	14.73	14.99

The fair value of investment property is ₹ 22.09 (31 March 2018: ₹ 20.44) 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 2018	Exchange difference	Additions	Disposals	As at 31 March 2019	As at 1 April 2018	Exchange difference	Amortisation for the year	Disposals	As at 31 March 2019	As at 31 March 2019
Own assets											
Trademarks	0.03	-	-	-	0.03	-	-	-	-	-	0.03
Designs	0.01	-	-	-	0.01	-	-	-	-	-	0.01
Computer software	20.62	-	3.17	-	23.79	12.69	-	3.52	-	16.21	7.58
	20.66	-	3.17	-	23.83	12.69	-	3.52	-	16.21	7.62
Goodwill on consolidation, net (a), (b)	128.20	5.70	-	-	133.90	-	-	3.53	-	3.53	130.37
Total	148.86	5.70	3.17	-	157.73	12.69	-	7.05	-	19.74	137.99

Description	Gross carrying amount					Accumulated amortisation					Carrying amounts (net)
	As at 1 April 2017	Exchange difference	Additions	Disposals	As at 31 March 2018	As at 1 April 2017	Exchange difference	Amortisation for the year	Disposals	As at 31 March 2018	As at 31 March 2018
Own assets											
Trademarks	0.03	-	-	-	0.03	-	-	-	-	-	0.03
Designs	0.01	-	-	-	0.01	-	-	-	-	-	0.01
Computer software	20.04	-	0.58	-	20.62	8.47	-	4.22	-	12.69	7.93
	20.08	-	0.58	-	20.66	8.47	-	4.22	-	12.69	7.97
Goodwill on consolidation, net (a), (b)	127.84	0.36	-	-	128.20	-	-	-	-	-	128.20
Total	147.92	0.36	0.58	-	148.86	8.47	-	4.22	-	12.69	136.17

Notes:

(a) Goodwill on consolidation comprises goodwill of ₹ 131.42 (31 March 2018: ₹ 129.25) and capital reserve of ₹ 1.05 (31 March 2018: ₹ 1.05).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(b) Consequent to the initiation of the liquidation process of Daily Bread Gourmet Foods (India) Private Limited, the goodwill on consolidation recorded in the books was amortised amounting to ₹ 3.53 during the current year (31 March 2018: Nil).

Following key assumptions were considered while performing impairment testing:

Weighted Average Cost of Capital % (WACC) before tax	12%
Average sale value growth	5%
Average gross margin growth	45% to 50%

The projections cover a period of five years as this is believed to be the most appropriate time scale over which to review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows.

The growth rates used to estimate future performance are based on conservative estimates from past performance.

As at	31 March 2019	31 March 2018
Note 7 - Investment in associates		
Investment in equity instruments - associates	1.05	2.02
Less: Provision for diminution in value of investments	(0.01)	(0.01)
	1.04	2.01

The following table illustrates the summarised financial information of the Group's investment in associates as at 31 March 2019.

Name of the entity	Klassik Foods Private Limited	Nalanda Biscuits Company Limited	Sunandaram Foods Private Limited	Total
Opening net assets	3.95	1.85	1.27	7.07
Add: profit / (loss) for the year	(3.95)	0.56	(0.50)	(3.89)
Closing net assets	-	2.41	0.77	3.18
Group's share of net assets	26.02%	35.00%	26.00%	
Carrying amount of interest in associates	-	0.84	0.20	1.04

The following table illustrates the summarised financial information of the Group's investment in associates as at 31 March 2018.

Name of the entity	Klassik Foods Private Limited	Nalanda Biscuits Company Limited	Sunandaram Foods Private Limited	Total
Opening net assets	3.87	1.27	2.82	7.96
Add: profit / (loss) for the year	0.08	0.58	(1.55)	(0.89)
Closing net assets	3.95	1.85	1.27	7.07
Group's share of net assets	26.02%	35.00%	26.00%	
Carrying amount of interest in associates	1.04	0.64	0.33	2.01

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As at	₹ in Crores	
	31 March 2019	31 March 2018
Note 8 - Non-current investments		
At fair value through profit and loss		
(i) Investments in mutual funds	271.30	114.37
(ii) Investments with insurance companies	13.34	12.41
(iii) Investments in equity instruments	0.26	-
At amortised cost		
(i) Investments in debentures / bonds	414.06	67.29
(ii) Investments in tax free bonds	14.11	14.11
(iii) Investments in government securities	12.29	12.29
	725.36	220.47
Total quoted non current investments	-	-
Total unquoted non current investments	725.36	220.47
Aggregate market value of quoted non current investments	-	-
Aggregate value of non current investments	725.36	220.47
Note 9 - Loans receivable		
<i>Unsecured:</i>		
Inter-corporate deposits [Refer note 41(b)] *	18.82	12.80
Security deposits	0.20	0.51
Other loans	19.02	134.24
* Forms a part of outstanding balances as disclosed under note 47.		
Note 10 - Other financial assets		
Deposit accounts	27.67	-
Other deposits	1.00	-
	28.67	-
Note 11 - Other non-current assets		
Unsecured		
<i>Considered good:</i>		
Capital advances	52.35	39.52
<i>Advances other than capital advances</i>		
- Advances to statutory authorities	18.46	17.87
<i>Others</i>		
- Prepaid rent	19.00	19.42
- Receivable from others	11.27	9.80
<i>Considered doubtful:</i>		
Advances other than capital advances	8.93	8.93
Less: Allowance for doubtful advances	(8.93)	(8.93)
	101.08	86.61

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As at	₹ in Crores	
	31 March 2019	31 March 2018
Note 12 - Inventories *		
Raw materials	326.73	305.80
Packing materials	107.36	61.30
Work-in-progress	1.53	0.67
Finished goods	250.41	201.17
Goods-in-transit (Finished goods)	11.42	9.56
Stock-in-trade	41.22	38.00
Stores and spare parts	42.71	36.29
	781.38	652.79
* Refer note 3(g) for method of valuation for inventories.		
The write down of inventories to net realisable value amounted to ₹ 2.73 (31 March 2018: ₹ 1.38). The write down are 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	648.09	777.41
At amortised cost		
(i) Investments in debentures / bonds	101.79	4.20
(ii) Investments in government securities	-	0.95
(iii) Investments in commercial paper	-	74.24
	749.88	856.80
Total quoted current investments	-	-
Total unquoted current investments	749.88	856.80
Aggregate market value of quoted current investments	-	-
Aggregate value of current investments	749.88	856.80
Note 14 - Trade receivables		
Unsecured		
	401.26	311.51
	401.26	311.51
Less: Provision for impairment	7.02	6.91
	394.24	304.60
The Group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 54.		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2019	31 March 2018
Note 15 - Cash and bank balances		
<i>Cash and cash equivalents:</i>		
- Cash on hand	0.11	0.22
- Cheques on hand	25.68	91.11
- Current accounts	34.53	38.58
	60.32	129.91
<i>Other bank balances:</i>		
- Unpaid Dividend accounts #	11.37	3.90
- Unclaimed debenture interest #	0.06	0.43
- Unclaimed debenture redemption proceeds #	1.21	1.09
- Deposit accounts	36.86	51.09
	49.50	56.51
# Refer note 55		
Note 16 - Loans receivable		
<i>Unsecured:</i>		
Inter-corporate deposits [Refer note 41(b)] *	1,199.24	839.41
Security deposits	4.09	4.14
Loans to others	0.59	0.79
	1,203.92	844.34
* Forms a part of outstanding balances as disclosed under note 47.		
Note 17 - Other financial assets		
Interest accrued but not due	48.66	28.77
Incentives recoverable*	77.63	71.97
	126.29	100.74
*Incentives recoverable in accordance with the State Industrial Policy of certain States.		
Note 18 - Other current assets		
Unsecured, considered good		
<i>Advances other than capital advances</i>		
- Advance for supply of goods	23.50	113.68
- Advances to contract packers	26.03	24.16
<i>Others</i>		
- Prepayments	13.27	11.18
- Balance with Government authorities	51.78	21.00
- Other advances	46.23	35.57
<i>Considered doubtful</i>		
Advances other than capital advances	2.90	2.90
Less: Allowance for doubtful advances	(2.90)	(2.90)
	160.81	205.59

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 2019	31 March 2018
Current tax	599.78	513.68
Deferred tax:		
Attributable to origination and reversal of temporary differences	12.69	0.54
Tax expense for the year	612.47	514.22

(b) Amounts recognised in other comprehensive income

For the year ended	31 March 2019			31 March 2018		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to statement of profit and loss						
Remeasurements of the defined benefit plans	(4.09)	1.43	(2.66)	(1.06)	0.36	(0.70)
	(4.09)	1.43	(2.66)	(1.06)	0.36	(0.70)

(c) Reconciliation of effective tax rate

For the year ended	31 March 2019		31 March 2018	
Profit before tax and before share of profits / (loss) of associates		1,768.90		1,518.36
Tax using the Company's domestic tax rate	34.94%	618.12	34.61%	525.50
Tax effect of:				
Tax Exempt Income		(0.13%) (2.38)		(0.02%) (0.35)
Weighted deduction on research and development expenditure		(0.23%) (4.09)		(0.16%) (2.50)
Different tax rates for components		(0.11%) (2.00)		(0.33%) (4.96)
Others		0.16% 2.82		(0.23%) (3.47)
		34.62% 612.47		33.87% 514.22

(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 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Property, plant and equipment	-	-	63.98	40.32	(63.98)	(40.32)
Investment at fair value through profit and loss	-	-	13.29	14.43	(13.29)	(14.43)
Employee benefits, net	5.12	8.35	-	-	5.12	8.35
Statutory dues	57.63	48.23	-	-	57.63	48.23
Provisions	12.03	8.10	-	-	12.03	8.10
Other items	6.21	3.90	-	-	6.21	3.90
Minimum alternative tax credit	6.16	8.74	-	-	6.16	8.74
	87.15	77.32	77.27	54.75	9.88	22.57

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(e) Movement in temporary differences

Particulars	As at 1 April 2018	Recognised in statement of profit and loss	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2019
Property, plant and equipment	(40.32)	(23.66)	-	-	-	(63.98)
Investment at fair value through profit and loss	(14.43)	1.14	-	-	-	(13.29)
Employee benefits, net	8.35	(3.23)	-	-	-	5.12
Statutory dues	48.23	9.40	-	-	-	57.63
Provisions	8.10	3.93	-	-	-	12.03
Other items	3.90	2.31	-	-	-	6.21
Minimum alternative tax credit	8.74	(2.58)	-	-	-	6.16
	22.57	(12.69)	-	-	-	9.88

Particulars	As at 1 April 2017	Recognised in statement of profit and loss	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2018
Property, plant and equipment	(48.18)	7.86	-	-	-	(40.32)
Investment at fair value through profit and loss	-	(14.43)	-	-	-	(14.43)
Employee benefits, net	1.62	6.73	-	-	-	8.35
Statutory dues	48.66	(0.43)	-	-	-	48.23
Provisions	7.57	0.53	-	-	-	8.10
Other items	1.54	2.36	-	-	-	3.90
Minimum alternative tax credit	11.90	(3.16)	-	-	-	8.74
	23.11	(0.54)	-	-	-	22.57

The following table provides the details of income tax assets and income tax liabilities as of 31 March 2019 and 31 March 2018

As at	31 March 2019	31 March 2018
Income-tax assets	37.02	22.32
Current tax liabilities	73.16	56.24
Net current income-tax asset / (liability) at the end	(36.14)	(33.92)

The gross movement in the current income tax asset / (liability) for the year ended 31 March 2019 and 31 March 2018 is as follows.

For the year ended	31 March 2019	31 March 2018
Net current income tax asset / (liability) at the beginning	(33.92)	(17.06)
Income-tax paid	596.13	496.46
Current income-tax expense	(599.78)	(513.68)
Income-tax on other comprehensive income and others	1.43	0.36
Net current income tax asset / (liability) at the end	(36.14)	(33.92)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

As at	31 March 2019	31 March 2018
Note 20 - Share capital		
Authorised		
Equity shares	50.00	50.00
[500,000,000 equity shares of ₹ 1/- each (31 March 2018: 250,000,000 equity shares of ₹ 2/- each)] [Refer note 44]		
Issued, subscribed and paid up		
Equity shares fully paid	24.03	24.01
[240,318,294 equity shares of ₹ 1/- each (31 March 2018: 120,059,148 equity shares of ₹ 2/- each)]*		
* Of the total fully paid up equity shares: 121,732,190 equity shares of ₹ 1/- each (31 March 2018: 60,866,095 equity shares of ₹ 2/- 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 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 current year. Out of this, 1,950,000 options (of ₹ 1 each) have been granted and 1,416,664 options (of ₹ 1 each) were exercised till 31 March 2019. 25,000, 33,333 and 41,666 shares of ₹ 2 each were allotted on 9 August 2018 at an exercise price of ₹ 2,332.05/-; ₹ 2,771.40/- and ₹ 3,533.30/- respectively.		
Also Refer note 44 and 55.		
	24.03	24.01

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:

	31 March 2019		31 March 2018	
	Number of shares*	Amount	Number of shares	Amount
Holding Company				
Associated Biscuits International Limited (ABIL), UK	107,809,000	10.78	53,904,500	10.78
Subsidiaries of holding Company				
Bannatyne Enterprises Pte Limited, Singapore	2,783,110	0.28	1,391,555	0.28
Dowbiggin Enterprises Pte Limited, Singapore	2,785,020	0.28	1,392,510	0.28
Nacupa Enterprises Pte Limited, Singapore	2,785,020	0.28	1,392,510	0.28
Spargo Enterprises Pte Limited, Singapore	2,785,020	0.28	1,392,510	0.28
Valletort Enterprises Pte Limited, Singapore	2,785,020	0.28	1,392,510	0.28
	121,732,190	12.18	60,866,095	12.18

* Refer note 44

- (b) Details of shareholders' holding more than 5% of total number of shares:

	31 March 2019		31 March 2018	
	Number of shares*	% holding	Number of shares	% holding
Associated Biscuits International Limited (ABIL), UK	107,809,000	44.86%	53,904,500	44.90%

* Refer note 44

- (c) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year:

	31 March 2019		31 March 2018	
	Number of shares	Amount	Number of shares	Amount
Opening balance at the beginning of the reporting year	120,059,148	12.01	120,000,815	24.00
Shares issued on exercise of Employee Stock Option Scheme	99,999	0.01	58,333	0.01
Increase in the number of shares on account of share split [Refer note 44]	120,159,147	12.01	-	-
Closing balance at the end of the reporting year	240,318,294	24.03	120,059,148	24.01

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/- 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 after the year 2010). 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 2019	31 March 2018
Options outstanding at the beginning of the year (of ₹ 1 each)	433,334	300,000
Options granted during the year (of ₹ 1 each)	300,000	250,000
Options vested during the year (of ₹ 1 each)	199,998	116,666
Options exercised during the year (of ₹ 1 each)	199,998	116,666
Shares allotted against options exercised during the year (of ₹ 1 each)	199,998	116,666
Options lapsed during the year (of ₹ 1 each)	-	-
Options outstanding at the end of the year (of ₹ 1 each)	533,336	433,334
Options exercisable at the end of the year (of ₹ 1 each)	-	-
Weighted average price per option outstanding at the end of the year (of ₹ 1 each)	2,262.07	1,518.92

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 2019	31 March 2018
No. of options granted (of ₹ 1 each)	300,000	250,000
Date of grant	15-May-18	25-May-17
Vesting period (years)	1 to 3	1 to 3
Expected life of option (years)	3	3
Expected volatility	22.12%	22.12%
Risk free rate	7.66%	6.66%
Expected dividends expressed as a dividend yield	0.46%	0.62%
Weighted-average fair values of options per share (of ₹ 1 each)	687.58	361.26

* Disclosures for 31 March 2019 and 31 March 2018 have been made after giving effect to the share split.

- (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 has been 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 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.

Note 21 - Other equity

Particulars	Share options outstanding account	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 2017	5.92	3.96	0.63	515.44	30.00	2,116.87	(0.75)	0.35	2,672.42
Additions:									
Share based payment expense	8.64	-	-	-	-	-	-	-	8.64
Transfer from Share options outstanding account	-	-	-	-	3.12	-	-	-	3.12
Foreign currency translation adjustment	-	-	-	-	-	-	-	0.49	0.49
On issue of equity shares	-	-	-	-	15.05	-	-	-	15.05
Transfer from retained earnings	-	-	-	95.71	-	-	-	-	95.71
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	(0.70)	-	(0.70)
Net profit after tax transferred from the statement of profit and loss	-	-	-	-	-	1,004.23	-	-	1,004.23
	14.56	3.96	0.63	611.15	48.17	3,121.10	(1.45)	0.84	3,798.96
Deductions:									
Transfer to general reserve	-	-	-	-	-	95.71	-	-	95.71
Transfer to securities premium	3.12	-	-	-	-	-	-	-	3.12
Dividends	-	-	-	-	-	264.13	-	-	264.13
Tax on dividend	-	-	-	-	-	53.78	-	-	53.78
Balance as at 31 March 2018	11.44	3.96	0.63	611.15	48.17	2,707.48	(1.45)	0.84	3,382.22

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Particulars	Share options outstanding account	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 2018	11.44	3.96	0.63	611.15	48.17	2,707.48	(1.45)	0.84	3,382.22
Additions:									
Share based payment expense	16.12	-	-	-	-	-	-	-	16.12
Transfer from Share options outstanding account	-	-	-	-	7.63	-	-	-	7.63
Foreign currency translation adjustment	-	-	-	-	-	-	-	6.50	6.50
On issue of equity shares	-	-	-	-	29.77	-	-	-	29.77
Transfer from retained earnings	-	-	-	112.22	-	-	-	-	112.22
Remeasurement of the net defined benefit (liability)/asset, net of tax effect	-	-	-	-	-	-	(2.66)	-	(2.66)
Net profit after tax transferred from the statement of profit and loss	-	-	-	-	-	1,159.12	-	-	1,159.12
	27.56	3.96	0.63	723.37	85.57	3,866.60	(4.11)	7.34	4,710.92
Deductions:									
Transfer to general reserve	-	-	-	-	-	112.22	-	-	112.22
Transfer to securities premium	7.63	-	-	-	-	-	-	-	7.63
Dividends	-	-	-	-	-	300.15	-	-	300.15
Tax on dividend	-	-	-	-	-	61.70	-	-	61.70
Balance as at 31 March 2019	19.93	3.96	0.63	723.37	85.57	3,392.53	(4.11)	7.34	4,229.22

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 is 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.

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.

Foreign currency translation reserve

Exchange differences relating to the translation of the results and net assets of the Group 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 operation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

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 2019	31 March 2018
₹ 25 per equity share (31 March 2018: ₹ 22) to equity shareholders	300.15	264.00
₹ 25 per equity share (31 March 2018: ₹ 22) issued under ESOS	-	0.13
Dividend distribution tax (DDT) on dividend to equity shareholders	61.70	53.75
Dividend distribution tax (DDT) on dividend on equity shares issued under ESOS	-	0.03
	361.85	317.91

After the reporting dates, dividend of ₹ 15 per equity share of face value of ₹ 1 each (31 March 2018: ₹ 25 per equity share of face value of ₹ 2 each) was proposed by the directors subject to approval at the annual general meeting. The proposed dividend has not been recognised as liability. Dividend would attract dividend distribution tax when declared or paid.

Note 22 - Borrowings**Secured**

Term loans from banks (Refer note (a) below)	61.66	84.27
Long-term maturities of finance lease obligations (Refer note (b) below and note 39 (b))	0.26	0.30
[Secured by hypothecation of assets (vehicles) taken on lease]		
	61.92	84.57

Notes:

(a) Term loan includes:

- (i) ₹ 17.63 (31 March 2018: ₹ 15.80) 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 one year MCLR. This includes additional loan of ₹ 5.00 taken from HSBC bank during the year 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 2018: ₹ 3.17) is repayable within 1 year and classified under "Other financial liabilities" (Refer note 28) and balance of ₹ 13.63 (31 March 2018: ₹ 12.63) has been classified under "Borrowings".

- (ii) ₹ 61.76 (31 March 2018: ₹ 75.50) 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 2018: ₹ 13.73) is repayable within 1 year and classified under "Other financial liabilities" (Refer note 28) and balance of ₹ 48.03 (31 March 2018: ₹ 61.77) has been classified under "Borrowings".

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

- (iii) Interest free soft loan of ₹ Nil (31 March 2018: ₹ 15.25) taken from Government of Oman through Oman Development Bank by one of the subsidiaries, repayable in 13 annual installments from 1 August 2006. The loan was repaid in full in the current year.

Out of the above loan, ₹ Nil (31 March 2018: 5.38) is repayable within 1 year and classified under "Other financial liabilities" (Refer note 28) and balance of ₹ Nil (31 March 2018: 9.87) has been classified under "Borrowings".

- (b) Rate of interest for finance lease obligations ranges from 15.54% to 19.02% per annum. Number of repayment installments (quarterly) for lease obligations ranges from 3 to 15. Period of maturity for the lease obligations ranges from 5 months to 3 years.

As at	31 March 2019	31 March 2018
Note 23 - Other financial liabilities		
Deposits from customers	26.02	25.20
Security deposits	1.22	-
	27.24	25.20
Note 24 - Government grant		
Current		
Capital subsidy *	0.71	0.71
Deferred government grant- from Oman Government	-	0.65
	0.71	1.36
Non-current		
Capital subsidy *	-	0.72
Deferred government grant- from Oman Government	-	1.22
	-	1.94
* Refer note 50		
Note 25 - Provisions		
Provision for employee benefits	11.45	8.87
	11.45	8.87
Note 26 - Borrowings		
Unsecured		
From banks (Refer note (i) below)	76.10	84.64
Bank Overdraft (Refer note (ii) below)	-	9.01
	76.10	93.65

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 and carries an Interest rate of applicable USD 1 month LIBOR + markup as agreed with the bank. The date of maturity of the loan is 11 October 2019.
- (ii) Carrying interest at the prevailing MCLR and repayable on demand.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As at	₹ in Crores	
	31 March 2019	31 March 2018
Note 27 - Trade payables		
Total outstanding dues of micro enterprises and small enterprises [Refer note below]	1.78	1.55
Total outstanding dues of creditors other than micro enterprises and small enterprises*	1,138.73	992.54
	1,140.51	994.09

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 2019. 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	1.78	1.55
- 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 deductible expenditure under the MSMED Act, 2006

*Includes dues to related party (Refer note 47)

The Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 54.

Note 28 - Other financial liabilities

Current maturities of long term debt (Refer note 22(a))	17.73	22.28
Current maturities of finance lease obligations (Refer note 22(b))	0.27	0.20
Unpaid dividend *	11.37	3.90
Unclaimed debenture interest *	0.06	0.43
Unclaimed debenture redemption balance *	1.21	1.09
Interest accrued but not due	1.20	1.12
Creditors for capital goods	38.16	31.77
Book overdraft	1.60	13.06
Payroll related liabilities	59.55	57.52
Other liabilities	138.05	103.40
	269.20	234.77

* Investor Education and Protection Fund shall be credited when due.
[Refer note 55]

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As at	₹ in Crores	
	31 March 2019	31 March 2018
Note 29 - Other current liabilities		
Advance from customers	40.58	30.88
Statutory liabilities (TDS, PF, GST etc.)	51.30	53.28
Deferred revenue *	3.34	4.73
	95.22	88.89

* The deferred revenue relates to loyalty credit points granted to the customers as part of a 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. Refer below the reconciliation:

Opening balance	4.73	10.60
Deferred during the year	12.57	13.04
Released to the statement of profit and loss	13.96	18.91
Closing balance	3.34	4.73

Note 30 - Provisions

Provision for compensated absences	16.63	13.90
Employee benefits - gratuity, net [Refer note 48(b)]	5.97	3.11
Others:		
Excise and service tax related issues (a)	23.44	48.78
Sales tax and other issues (a)	129.27	92.21
Trade and other issues (a)	21.20	20.97
	196.51	178.97

(a) Refer note 42.

For the year ended	31 March 2019	31 March 2018
Note 31 - Revenue from operations [Refer note 59]		
Sale of goods	10,972.07	9,899.76
Customer loyalty programme [Refer note 29]	1.39	5.87
Total (a)	10,973.46	9,905.63
Other operating revenues		
Royalty income	2.36	2.45
Scrap sales	22.39	26.79
Other receipts [Refer note below]	56.36	54.96
Provisions and liabilities no longer required written back, net	0.10	0.27
Total (b)	81.21	84.47
Total revenue from operations (a+b)	11,054.67	9,990.10

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 2019	31 March 2018
Note 32 - Other income		
Interest income from financial assets carried at amortised cost	136.77	104.03
Net gain on financial asset measured at fair value through profit and loss*	63.85	55.24
Profit on sale of property, plant and equipment	0.97	0.43
Foreign exchange gain, net	1.48	2.85
Other receipts	3.38	3.82
	206.45	166.37
*Includes net gains on fair value changes include ₹ 37.36 (31 March 2018: ₹ 32.12)		
Note 33 - Purchase of stock-in-trade		
Biscuits and high protein food	719.00	546.99
Bread, bread toast and rusk	86.54	322.59
Cake	250.99	299.70
Others	47.10	25.44
	1,103.63	1,194.72
Note 34 - Changes in inventories of finished goods, stock- in-trade and work-in-progress		
Opening inventory:		
- Finished goods	210.73	242.80
- Stock-in-trade	38.00	23.37
- Work-in-progress	0.67	1.88
Closing inventory:		
- Finished goods	261.83	210.73
- Stock-in-trade	41.22	38.00
- Work-in-progress	1.53	0.67
(Increase) / Decrease in inventory	(55.18)	18.65
Less: Excise duty on opening stock of finished goods	-	(12.35)
Add: Excise duty on closing stock of finished goods	-	-
	(55.18)	(12.35)
	(55.18)	6.30
Note 35 - Employee benefits expense		
Salaries, wages and bonus *	382.39	357.31
Contribution to provident and other funds [Refer note 48]	23.71	16.74
Share based payment expense	16.12	8.64
Staff welfare expenses	19.60	18.91
	441.82	401.60

* Includes cost towards pension settlement in the previous year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

For the year ended	31 March 2019	31 March 2018
Note 36 - Finance costs		
Finance cost on finance lease obligation	0.13	0.16
Interest expense on financial liabilities measured at amortised cost	7.76	5.25
Others	1.20	2.18
	9.09	7.59
Note 37 - Other expenses		
Consumption of stores and spares	38.47	23.18
Power and fuel	175.17	128.83
Rent [Refer note 39 (a)]	36.45	35.52
Repairs and maintenance:		
- Plant and equipment (a)	36.89	20.10
- Buildings (a)	5.05	4.11
- Others	27.48	27.59
Insurance	4.39	4.90
Rates and taxes, net	10.77	13.64
Carriage, freight and distribution	553.37	486.41
Auditors' remuneration (b):		
- Audit fees	1.37	1.37
- Other services	0.19	0.22
- Expenses reimbursed	0.11	0.13
Corporate social responsibility [Refer note 46]	25.47	22.81
Advertising and sales promotion	500.84	411.29
Conversion charges	513.43	412.61
Miscellaneous	388.41	310.38
Allowance for doubtful receivables and loans, net	0.11	0.55
	2,317.97	1,903.64
(a) Includes stores and spares consumed	9.92	6.82
(b) Excluding applicable taxes		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 38 - 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 ₹ 76.90 (31 March 2018: ₹ 77.38).
- (b) Bank guarantee and letter of credit for ₹ 72.31 (31 March 2018: ₹ 24.81).

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 42 and 55].
- (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. However, 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 has made a provision for provident fund contribution pursuant to the judgement only for the current year. 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 ₹ 138.63 (31 March 2018: ₹ 140.28).

Note 39 (a) Operating leases

- (i) The Group has certain operating leases for land, office facilities and residential premises (cancellable as well as non cancellable leases). Such leases are generally with the option of renewal against increased rent and premature termination of agreement (except non cancellable leases). Rental expenses of ₹ 4.94 (31 March 2018: ₹ 8.78) and ₹ 4.57 (31 March 2018: ₹ 0.19) in respect of obligation under cancellable and non cancellable operating leases respectively have been recognised in the Statement of Profit and Loss. With respect to Al Sallan Food Industries Co. SAOC, Oman, the Company has taken on lease a plot of land for factory premises at Sohar from the Public Establishment for Industrial Estates ("PEIE") for an initial period of 25 years from 1 January 1994. This is further renewed for a period of 30 years w.e.f from 1 January 2019.

Future obligations of lease rentals applicable to above leased assets aggregate to ₹ 4.57 (31 March 2018: ₹ 0.19) and are due:

	As at	
	31 March 2019	31 March 2018
Not later than 1 year	0.15	0.19
Later than 1 year and not later than 5 years	0.73	-
More than five years	3.69	-
	4.57	0.19

- (ii) The Group has certain cancellable arrangements with contract packers (which conveys a right to use an asset in return for a payment or a series of payment) identified to be in the nature of lease and have been classified as operating lease arrangements. Rental expenses of ₹ 26.94 (31 March 2018: ₹ 26.55) in respect of obligation under operating leases have been recognised in the Statement of Profit and Loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(b) Finance leases

The Group has taken motor vehicles under finance leases. The total minimum lease payments and present value of minimum lease payments are as follows:

	As at			
	31 March 2019		31 March 2018	
	Minimum lease payments	Present value of minimum lease payments	Minimum lease payments	Present value of minimum lease payments
Not later than 1 year	0.34	0.27	0.26	0.20
Later than 1 year and not later than 5 years	0.30	0.26	0.32	0.30
	0.64	0.53	0.58	0.50

The difference between minimum lease payments and the present value of minimum lease payments of ₹ 0.11 (31 March 2018: ₹ 0.08) represents interest not due. The lease liability is secured by the relevant vehicles acquired under lease.

Note 40 (i) Details of non-current investments purchased and sold during the year:

	Face value per unit	As at 1 April 2018	Purchased during the year	Share of Profit / (loss) / Sold during the year	As at 31 March 2019
Trade Investment - Unquoted					
(a) Investments in equity instruments (fully paid)					
Associates					
Klassik Foods Private Limited	₹100	1.04	-	(1.04)	-
Nalanda Biscuits Company Limited	₹10	0.64	-	0.20	0.84
Sunandaram Foods Private Limited	₹10	0.33	-	(0.13)	0.20
		2.01	-	(0.97)	1.04
Non-trade Investment					
(a) Investments with insurance companies*		12.41	0.93	-	13.34
(b) Investments in debentures / bonds		67.29	375.76	28.99	414.06
(c) Investments in tax free bonds		14.11	-	-	14.11
(d) Investments in government securities		12.29	-	-	12.29
Unquoted equity shares					
(i) Investments in equity instruments		-	0.26	-	0.26
		106.10	376.95	28.99	454.06

* The movement is on account of fair valuation through profit and loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

(ii) Details of non-current investments purchased and sold during the previous year:

	Face value per unit	As at 1 April 2017	Purchased during the year	Share of Profit / (loss) / Sold during the year	As at 31 March 2018
Trade Investment - Unquoted					
(a) Investments in equity instruments (fully paid)					
Associates					
Klassik Foods Private Limited	₹100	1.02	-	0.02	1.04
Nalanda Biscuits Company Limited	₹10	0.44	-	0.20	0.64
Sunandaram Foods Private Limited	₹10	0.73	-	(0.40)	0.33
		2.19	-	(0.18)	2.01
Non-trade Investment					
(a) Investments with insurance companies*		11.73	0.68	-	12.41
(b) Investments in debentures / bonds		25.00	42.29	-	67.29
(c) Investments in tax free bonds		14.11	-	-	14.11
(d) Investments in government securities		-	12.29	-	12.29
		50.84	55.26	-	106.10

* The movement is on account of fair valuation through profit and loss.

(iii) Details of Current investments purchased and sold during the current year:

	As at 1 April 2018	Purchased during the year	Sold/ redeemed during the year	As at 31 March 2019
(a) Investments in debentures / bonds	4.20	101.79	4.20	101.79
(b) Investments in government securities	0.95	-	0.95	-
(c) Investments in commercial paper	74.24	-	74.24	-
	79.39	101.79	79.39	101.79

(iv) Details of Current investments purchased and sold during the previous year:

	As at 1 April 2017	Purchased during the year	Sold/ redeemed during the year	As at 31 March 2018
(a) Investments in debentures / bonds	75.00	4.20	75.00	4.20
(b) Investments in government securities	-	0.95	-	0.95
(c) Investments in commercial paper	-	74.24	-	74.24
	75.00	79.39	75.00	79.39

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores		₹ in Crores						
(a) Details of loans during the year:		(b) Details of inter corporate deposits during the year						
Name of borrower	Nature of relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2018	Given during the year	Repayment during the year	As at 31 March 2019
Purbasha Properties Private Limited*	Others	Unsecured	10%	10 years	1.30	-	0.79	0.51
Varun Berry**	KMP	Unsecured	7.25%	1 year	-	29.79	29.79	-
					1.30	29.79	30.58	0.51
Details of loans during the previous year:								
Name of borrower	Nature of relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2017	Given during the year	Repayment during the year	As at 31 March 2018
Purbasha Properties Private Limited*	Others	Unsecured	10%	10 years	1.92	-	0.62	1.30
Real Agro Industries Private Limited*	Others	Unsecured	10%	5 years	0.36	-	0.36	-
					2.28	-	0.98	1.30
*The loans have been given for expansion of projects.								
**The loan has been given for subscription to shares under the Employee Stock Option Scheme.								
Name of borrower	Nature of relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2018	Placed during the year	Refunded during the year	As at 31 March 2019
Bajaj Finance Limited	Others	Unsecured	8.60 - 9.05%	1 year	201.18	251.30	188.20	264.28
Kotak Mahindra Prime Limited	Others	Unsecured	8.46%	1 year	-	25.00	25.00	-
Kotak Mahindra Investments Limited	Others	Unsecured	9.10 - 9.15%	1 year	25.00	60.00	25.00	60.00
Shriram Transport Finance Company Limited	Others	Unsecured	7.85%	1 year	81.96	0.25	50.00	32.21
Tata Housing Development Company Ltd	Others	Unsecured	8.00%	6 months	25.00	-	25.00	-
Bombay Dyeing & Manufacturing Co. Ltd. *	Others	Unsecured	10.00%	1 year	350.00	-	-	350.00
PNB Housing Finance Limited	Others	Unsecured	7.45- 7.95%	1 to 2 years	127.20	20.00	147.20	-
HDFC Limited	Others	Unsecured	8.55- 8.90%	1 year	75.00	157.75	75.00	157.75
Mahindra & Mahindra Financial Services Ltd.	Others	Unsecured	7.50%	1 year	25.00	-	25.00	-
Tata Capital Financial Services Ltd.	Others	Unsecured	7.70 - 7.85%	6 months	50.00	-	50.00	-
Go Airlines (India) Limited	Others	Unsecured	10.00%	1 year	-	360.00	25.00	335.00
					960.34	874.30	635.40	1,199.24

* The same was renewed during the year on maturity.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Details of inter corporate deposits during the previous year										₹ in Crores	
Name of borrower	Nature of relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2017	Placed during the year	Refunded during the year	As at 31 March 2018			
Bajaj Finance Limited	Others	Unsecured	7.40 - 9.00%	1 to 3 years	102.75	167.98	69.55	201.18			
Kotak Mahindra Prime Limited	Others	Unsecured	8.46%	1 year 6 months	10.00	-	10.00	-			
Kotak Mahindra Investments Limited	Others	Unsecured	8.51 - 8.97%	15 to 18 months	37.25	25.00	37.25	25.00			
Shriram Transport Finance Company Limited	Others	Unsecured	7.50 - 7.85%	1 to 2 years	9.72	81.96	9.72	81.96			
Infrastructure Leasing & Finance Company Limited	Others	Unsecured	8.17 - 9.15%	1 to 2 years	68.79	90.08	158.87	-			
Tata Housing Development Company Ltd	Others	Unsecured	8.00%	6 months	-	25.00	-	25.00			
Bombay Dyeing & Manufacturing Co. Ltd.	Others	Unsecured	10.00 - 12.00%	1 year	350.00	100.00	100.00	350.00			
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	Unsecured	12.00%	1 year	40.00	-	40.00	-			
Macrofil Investments Limited	Others	Unsecured	11.00 - 12.25%	1 year	60.00	-	60.00	-			
PNB Housing Finance Limited	Others	Unsecured	7.45 - 7.95%	1 to 2 years	25.00	127.20	25.00	127.20			
HDFC Limited	Others	Unsecured	7.50 - 7.75%	1 year	150.00	75.00	150.00	75.00			
Mahindra & Mahindra Financial Services Ltd.	Others	Unsecured	7.50%	1 year	-	25.00	-	25.00			
Tata Capital Financial Services Ltd.	Others	Unsecured	7.70 - 7.85%	6 months	-	50.00	-	50.00			
					853.51	767.22	660.39	960.34			

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 42 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 2018	Additions*	Utilisation*	Reversals / adjustments*	31 March 2019
(a) Excise duty and service tax related issues	48.78	1.06	-	(26.40)	23.44
(b) Sales tax and other issues	92.21	63.12	(6.47)	(19.59)	129.27
(c) Trade and other issues	20.97	0.13	-	0.10	21.20

	1 April 2017	Additions*	Utilisation*	Reversals / adjustments*	31 March 2018
(a) Excise duty and service tax related issues	55.96	18.80	-	(25.98)	48.78
(b) Sales tax and other issues	90.47	23.95	(10.81)	(11.40)	92.21
(c) Trade and other issues	20.84	0.13	-	-	20.97

(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 transactions with vendors / others. 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 43 Earnings per equity share

	31 March 2019	31 March 2018
(a) Net profit attributable to the equity shareholders	1,159.12	1,004.23
(b) Weighted average number of equity shares outstanding during the year	240,246,514	240,092,954
(c) Effect of potential equity shares on employee stock option outstanding	181,037	121,321
(d) Weighted average number of equity shares outstanding for computing diluted earnings per share [(b)+(c)]	240,427,551	240,214,276
Nominal value of equity shares (₹) (Refer note 44)	1	1
Basic earnings per share (₹)	48.25	41.83
Diluted earnings per share (₹)	48.21	41.81

In compliance with Indian Accounting Standard 33- 'Earnings per share', the disclosure of earnings per share for the year ended 31 March 2019 and 31 March 2018 has been arrived at after giving effect to the above sub-division. Also refer note 44.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 44 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.

Note 45 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 Company level as one segment.

Information by Geographies

	31 March 2019	31 March 2018
Revenue by Geographical Market (including other operating revenue)		
India	10,345.63	9,379.65
Outside India	709.04	610.45
	11,054.67	9,990.10
Segment non current assets*		
India	1,769.35	1,503.20
Outside India	159.33	156.16
	1,928.68	1,659.36

* 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 2019	31 March 2018
Revenue from food products*	10,973.46	9,905.63

*excludes other operating revenue.

Note 46 Corporate Social Responsibility

During the year, the amount required to be spent on corporate social responsibility activities amounted to ₹ 25.47 (31 March 2018: ₹ 20.81) 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 2019	31 March 2018
(i) Amount spent other than for construction/ acquisition of any asset	25.47	22.81
(ii) Amount accrued and not spend	-	-
Total	25.47	22.81

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 47 Related parties**Relationships**

1. Ultimate Holding Company	The Bombay Burmah Trading Corporation Limited
Holding Company	Associated Biscuits International Limited (ABIL), UK
2. 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
3. Associates	Klassik Foods Private Limited
	Nalanda Biscuits Company Limited
	Sunandaram Foods Private Limited
4. Other related party	Bombay Dyeing & Manufacturing Co. Ltd.
	Go Airlines (India) Limited
5. 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
6. Key management personnel (KMP)	
Managing Director	Mr. Varun Berry
Chief Financial Officer	Mr. N.Venkataraman
Company Secretary	Mr. T. V. Thulsidass*
	Mr. Jairaj Bham**
	Mr. Rajesh Arora***
Non-Executive Directors	Mr. Nusli N Wadia
	Mr. A K Hirjee
	Mr. Keki Elavia @
	Mr. Nimesh N Kampani
	Mr. Avijit Deb
	Mr. Jeh N Wadia
	Mr. Keki Dadiseth
	Dr. Ajai Puri
	Mr. Ness N Wadia
	Mrs. Ranjana Kumar
	Dr. Y.S.P Thorat
	Dr. Ajay Shah
	Mrs. Tanya Arvind Dubash ^
	Mr. S S Kelkar#
	Mr. Nasser Munjee##

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

* Mr. T. V. Thulsidass was appointed as Company Secretary and Compliance Officer of the Company w.e.f 15 October 2018.

**Mr. Jairaj Bham was appointed as Company Secretary and Compliance Officer of the Company on 15 May 2018 and relinquished office on 12 October 2018.

***Mr. Rajesh Arora relinquished office on 30 June 2017.

@ Mr. Keki Elavia was appointed as additional director of the Company on 7 August 2017.

^ Mrs. Tanya Arvind Dubash was appointed as additional and independent director of the Company on 7 February 2019.

Mr. S S Kelkar resigned as director on 23 August 2018.

Mr. Nasser Munjee resigned as director on 25 May 2017.

	Relationship	31 March 2019	31 March 2018
Related party transactions during the year:			
Purchase of property, plant and equipment			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	189.23
Purchase of materials			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	0.05
Contributions during the year (includes Employees' share and contribution)			
Britannia Industries Limited Management Staff Provident Fund	Post employment-benefit plan entities	12.82	8.78
Britannia Industries Limited Covenanted Staff Gratuity Fund		1.65	1.22
Britannia Industries Limited Non Covenanted Staff Gratuity Fund		2.87	1.95
Britannia Industries Limited Covenanted Staff Pension Fund		0.27	0.27
Britannia Industries Limited Officers Pension Fund		0.30	0.30
Total		17.91	12.52
Remittance of dividend			
Associated Biscuits International Limited (ABIL), UK	Holding company	134.76	118.59
Others	Fellow subsidiary companies	17.42	15.32
Total		152.18	133.91
Purchase of finished goods			
Nalanda Biscuits Company Limited	Associate	90.16	89.88
Sunandaram Foods Private Limited	Associate	83.39	81.75
Total		173.55	171.63
Conversion charges			
Klassik Foods Private Limited	Associate	0.67	3.62

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Key management personnel compensation			
Short-term employee benefits		11.44	10.35
Post-employment defined benefit		0.41	0.35
Other long term benefits		0.12	0.09
Share based payments		16.12	8.64
Sitting fees		0.95	1.10
Commission		10.60	9.00
Travelling expenses & others		0.27	0.34
Shares allotted under employee stock option scheme for consideration received during the year			
Mr. Varun Berry			
Equity shares	KMP	0.02	0.01
Securities premium		29.77	15.05
Total		29.79	15.06
Loan given to KMP			
Varun Berry	KMP	29.79	-
Loan repaid by KMP			
Varun Berry	KMP	29.79	-
Share of current year profit / (loss)			
Klassik Foods Private Limited	Associate	(1.04)	0.02
Nalanda Biscuits Company Limited	Associate	0.20	0.20
Sunandaram Foods Private Limited	Associate	(0.13)	(0.40)
Total		(0.97)	(0.18)
Sale of goods / consumables and ingredients			
Nalanda Biscuits Company Limited	Associate	1.36	1.62
Sunandaram Foods Private Limited	Associate	2.53	2.36
Go Airlines (India) Limited	Other related party	0.13	-
Total		4.02	3.98
Interest income			
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	-	0.71
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	35.07	39.32
Go Airlines (India) Limited	Other related party	28.35	-
Varun Berry	KMP	0.40	-
Total		63.82	40.03

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Reimbursement of travelling & other expenses			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	1.12	1.97
Recovery of guest house expenses			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	0.28	0.12
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	0.02	0.04
Go Airlines (India) Limited	Other related party	0.03	-
Total		0.33	0.16
Inter-corporate deposits placed			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	100.00
Go Airlines (India) Limited	Other related party	360.00	-
Total		360.00	100.00
Inter-corporate deposits redeemed / repaid			
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	-	100.00
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	-	40.00
Go Airlines (India) Limited	Other related party	25.00	-
Total		25.00	140.00
Payment made to Officers Pension Fund			
Britannia Industries Limited Officers Pension Fund	Post employment-benefit plan entities	-	1.14
Purchase of securities/investments			
Britannia Industries Limited Covenanted Staff Pension Fund	Post employment-benefit plan entities	-	21.43
Britannia Industries Limited Officers Pension Fund	Post employment-benefit plan entities	-	12.81
Total		-	34.24

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	Relationship	31 March 2019	31 March 2018
Travelling expenses			
Go Airlines (India) Limited	Other related party	0.77	0.48
Related party closing balances as on balance sheet date:			
Outstanding - net receivables / (payables)			
The Bombay Burmah Trading Corporation Limited	Ultimate Holding Company	0.06	0.04
Klassik Foods Private Limited	Associate	0.04	(0.01)
Nalanda Biscuits Company Limited	Associate	(1.54)	0.07
Sunandaram Foods Private Limited	Associate	4.17	3.04
Bombay Dyeing & Manufacturing Co. Ltd.	Other related party	353.08	354.40
Go Airlines (India) Limited	Other related party	335.12	0.72
Total		690.93	358.26
Investments (including goodwill)			
Klassik Foods Private Limited	Associate	-	1.04
Nalanda Biscuits Company Limited	Associate	0.84	0.64
Sunandaram Foods Private Limited	Associate	0.20	0.33
Total		1.04	2.01

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.

Note 48 Employee benefits

(a) Post retirement benefit - Defined contribution plans

The Group has recognised an amount of ₹ 9.35 (31 March 2018: ₹ 6.39) as expenses under the defined contribution plans in the Statement of Profit and Loss for the year:

	31 March 2019	31 March 2018
Benefit (Contribution to)		
Provident Fund	4.90	3.00
Family Pension Scheme	3.35	2.76
Pension Fund / Scheme	1.10	0.63
Total	9.35	6.39

(b) Post retirement benefit - Defined benefit plans

- (1) Provident fund - Contribution made by the Group during the year to the self administered Trust fund is ₹ 6.32 (31 March 2018: ₹ 4.74). With regard to the assets of the Fund and the return on the investments, the Group does not expect any deficiency in the foreseeable future.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

- (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 only upon completion of five years of service, 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.
- (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 2019	31 March 2018
1. Reconciliation of net defined benefit asset / (liability)		
(i) Reconciliation of present value of defined benefit obligation		
Obligations at 1 April	30.19	27.46
Service cost	4.10	2.66
Interest cost	2.01	1.81
Benefits settled	(3.24)	(3.28)
Actuarial (gain) / loss due to financial assumptions	0.92	0.38
Actuarial (gain) / loss due to experience adjustments	3.28	1.16
Obligations at the year end 31 March	37.26	30.19
(ii) Reconciliation of present value of plan asset:		
Plan assets at 1 April at fair value	27.08	24.59
Expected return on plan assets	1.93	1.82
Return on assets excluding interest income	0.11	0.48
Contributions	5.41	3.47
Benefit settled	(3.24)	(3.28)
Plan assets as at 31 March at fair value	31.29	27.08
(iii) Reconciliation of net defined benefit asset/(liability):		
Present value of obligation as at 31 March	37.26	30.19
Plan assets at 31 March at fair value	31.29	27.08
Amount recognised in balance sheet asset / (liability)	(5.97)	(3.11)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

	31 March 2019	31 March 2018
2. Expenses recognised in the Statement of Profit and Loss under Employee benefit expense:		
Current service cost	4.10	2.66
Interest cost	2.01	1.81
Interest income	(1.93)	(1.82)
Net cost	4.18	2.65
3. Remeasurements recognised in statement of other comprehensive income:		
Actuarial (gain) / loss on defined benefit obligation	4.30	1.54
Return on plan assets excluding interest income	(0.21)	(0.48)
Loss recognised in statement of other comprehensive income	4.09	1.06
4. Amount recognised in the balance sheet:		
Opening asset / (liability)	3.11	2.87
Expense as above	8.27	3.71
Employers contribution paid	(5.41)	(3.47)
Closing (asset) / liability	5.97	3.11
5. Experience adjustment:		
On plan liabilities (gain) / loss	3.28	1.16
On plan assets gain / (loss)	0.11	0.48
6. Investment details:	% Invested	% Invested
Government of India securities	2.36	2.63
State Government securities	37.48	27.44
Public sector securities	28.70	36.77
Mutual funds	5.76	3.50
Special deposit scheme	1.96	2.19
Others	23.74	27.47
	100.00	100.00
7. Principal actuarial assumptions:		
Discount factor [Refer note (i) below]	7.70%	7.50%
Estimated rate of return on plan assets [Refer note (ii) below]	7.70%	7.50%
Attrition rate:		
Service related:		
5 years and above	4%	4%
Below 5 years	25%	23%
Salary escalation rate (Refer note (iii) below)	7%	6%
Retirement age (in years)	58	58
8. Maturity profile of defined benefit obligation:		
Within 1 year	3.66	2.43
1-2 year	3.61	4.13
2-3 year	3.76	3.15
3-4 year	5.02	3.66
4-5 year	5.09	4.75
5- 10 year	24.85	22.56

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

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 Group'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 Britannia Industries Limited Covenanted Staff Gratuity Fund and Britannia Industries Limited Non Covenanted Staff Gratuity Fund and amounts relating to other Group companies.
- (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 ₹ 3.86 (31 March 2018: ₹ 2.96).

Sensitivity analysis

The sensitivity analysis of significant actuarial assumption as of end of reporting period is shown below.

	31 March 2019	31 March 2018
A. Discount rate		
Discount rate -50 basis points	37.97	31.24
Assumptions	7.20%	7.00%
Discount rate +50 basis points	36.33	29.06
Assumptions	8.20%	8.00%
B. Salary escalation rate		
Salary rate -50 basis points	35.97	29.13
Assumptions	6.50%	5.50%
Salary rate +50 basis points	38.32	31.19
Assumptions	7.50%	6.50%
C. Withdrawal rate		
Withdrawal rate -50 basis points	37.00	29.87
Withdrawal rate +50 basis points	37.21	30.35

Note 49 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 Company's financial position as at 31 March 2019.

Note 50 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 ₹ 0.71 (31 March 2018: ₹ 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 ₹ 0.71 (31 March 2018: ₹ 1.43) has been classified as government grant in the balance sheet [Refer note 3 (I)].

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Note 51 Additional information pursuant to para 2 of general instructions for the preparation of Consolidated Financial Statements:

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 (₹ in Crores)	As a % of consolidated profit or loss	Amount (₹ in Crores)	As a % of consolidated other comprehensive income	Amount (₹ in Crores)	As a % of total comprehensive income	Amount (₹ in Crores)
Parent								
Britannia Industries Limited	87.92%	4,039.45	96.75%	1,122.20	(54.42%)	(2.09)	96.25%	1,120.11
Indian Subsidiaries								
Boribunder Finance and Investments Private Limited	0.03%	1.36	0.00%	0.03	0.00%	-	0.00%	0.03
Flora Investments Company Private Limited	0.05%	2.24	0.01%	0.12	0.00%	-	0.01%	0.12
Gilt Edge Finance and Investments Private Limited	0.05%	2.30	0.01%	0.13	0.00%	-	0.01%	0.13
Ganges Vally Foods Private Limited	0.30%	13.97	(0.05%)	(0.62)	0.00%	-	(0.05%)	(0.62)
International Bakery Products Limited	0.23%	10.51	0.24%	2.80	1.01%	0.04	0.24%	2.84
J B Mangharam Foods Private Limited	0.15%	6.78	0.14%	1.61	(8.93%)	(0.34)	0.11%	1.27
Manna Foods Private Limited	0.26%	11.94	0.30%	3.53	0.29%	0.01	0.30%	3.54
Sunrise Biscuit Company Private Limited	0.49%	22.39	0.23%	2.64	(4.67%)	(0.18)	0.21%	2.46
Daily Bread Gourmet Foods (India) Private Limited	0.08%	3.71	(0.01%)	(0.09)	0.00%	-	(0.01%)	(0.09)
Britannia Dairy Private Limited	4.86%	223.35	3.59%	41.63	(2.54%)	(0.10)	3.57%	41.53
Britchip Foods Limited	1.65%	75.77	(0.73%)	(8.43)	0.00%	-	(0.72%)	(8.43)
Britannia Employees General Welfare Association Private Limited	0.01%	0.29	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Britannia Employees Medical Welfare Association Private Limited	0.01%	0.27	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Britannia Employees Educational Welfare Association Private Limited	0.01%	0.30	0.00%	(0.01)	0.00%	-	0.00%	(0.01)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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 (₹ in Crores)	As a % of consolidated profit or loss	Amount (₹ in Crores)	As a % of consolidated other comprehensive income	Amount (₹ in Crores)	As a % of total comprehensive income	Amount (₹ in Crores)
Foreign Subsidiaries								
Britannia and Associates (Mauritius) Private Limited	3.76%	172.80	0.10%	1.20	0.00%	-	0.10%	1.20
Britannia and Associates (Dubai) Private Co. Limited	(0.42%)	(19.07)	0.05%	0.54	0.00%	-	0.05%	0.54
Al Sallan Food Industries Co. SAOC Strategic Food International Co. LLC, Dubai	(0.85%) 0.24%	(38.99) 11.05	(0.11%) (0.55%)	(1.23) (6.33)	0.00% 0.00%	- -	(0.11%) (0.54%)	(1.23) (6.33)
Strategic Brands Holding Company Limited	0.00%	(0.04)	0.06%	0.73	0.00%	-	0.06%	0.73
Britannia Dairy Holdings Private Limited	(0.01%)	(0.39)	0.00%	(0.04)	0.00%	-	0.00%	(0.04)
Britannia Nepal Private Limited	1.19%	54.47	(0.04%)	(0.46)	0.00%	-	(0.04%)	(0.46)
Foreign currency translation reserve	100.00%	4,594.46	100.00%	1,159.93	100.00%	6.50	100.00%	1,163.77
<i>Adjustment arising out of Consolidation</i>		(309.57)		0.16				0.16
Non-controlling interests in all Subsidiaries /Associates (Investment as per the Equity method)								
Non-controlling interest in Subsidiaries								
Ganges Vally Foods Private Limited		(2.12)		(0.30)				(0.30)
Sunrise Biscuit Company Private Limited		(0.25)		0.02				0.02
Britchip Foods Limited		(30.31)		(3.38)				(3.38)
Associates								
Klassik Foods Private Limited		-		(1.04)				(1.04)
Nalanda Biscuits Company Limited		0.84		0.20				0.20
Sunandaram Foods Private Limited		0.20		(0.13)				(0.13)
Total		4,253.25		1,155.46		3.84		1,159.30

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 52 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 maturities of finance lease obligations and borrowings.

The Group monitors capital on the basis of the following gearing ratio.

As at	31 March 2019	31 March 2018
Total debt	156.02	200.70
Equity	4,253.25	3,406.23
Debt to equity %	3.67%	5.89%

Note 53 Research and development expenses

For the year ended	31 March 2019	31 March 2018
Capital expenditure	0.77	1.86
Revenue expenditure	33.83	26.68
Total	34.60	28.54

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ 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 2019, 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	919.39	-	-	-	-	919.39	-	919.39	-	919.39
Investments with insurance companies	8	13.34	-	-	-	-	13.34	-	13.34	-	13.34
Investments in equity instruments	8	0.26	-	-	-	-	0.26	-	0.26	-	0.26
		932.99	-	-	-	-	932.99				
Financial assets not measured at fair value											
Investments in debentures/ bonds	8, 13	-	-	516.11	-	-	516.11	-	516.11	-	516.11
Investments in tax free bonds	8	-	-	14.11	-	-	14.11	-	14.11	-	14.11
Investments in government securities	8, 13	-	-	12.29	-	-	12.29	-	12.29	-	12.29
Loans	9, 16	-	-	1,222.94	-	-	1,222.94	-	1,222.94	-	1,222.94
Other financial assets	10, 17	-	-	154.96	-	-	154.96	-	154.96	-	154.96
Trade receivables	14	-	-	394.24	-	-	394.24	-	394.24	-	394.24
Cash and cash equivalents	15	-	-	60.32	-	-	60.32	-	60.32	-	60.32
Bank balances	15	-	-	49.50	-	-	49.50	-	49.50	-	49.50
		-	-	2,424.47	-	-	2,424.47	-	2,424.47	-	2,424.47
Financial liabilities not measured at fair value											
Borrowings	22, 26	-	-	-	138.02	-	138.02	138.02	138.02	-	138.02
Trade payables	27	-	-	-	1,140.51	-	1,140.51	1,140.51	1,140.51	-	1,140.51
Other financial liabilities	23, 28	-	-	-	296.44	-	296.44	296.44	296.44	-	296.44
		-	-	-	1,574.97	-	1,574.97	1,574.97	1,574.97	-	1,574.97

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2018, 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	891.78	-	-	-	-	891.78	-	891.78	-	891.78
Investments with insurance companies	8	12.41	-	-	-	-	12.41	-	12.41	-	12.41
		904.19	-	-	-	-	904.19				
Financial assets not measured at fair value											
Investments in debentures/ bonds	8, 13	-	-	71.49	-	-	71.49	-	71.49	-	71.49
Investments in tax free bonds	8	-	-	14.11	-	-	14.11	-	14.11	-	14.11
Investments in government securities	8, 13	-	-	13.24	-	-	13.24	-	13.24	-	13.24
Investments in commercial paper	13	-	-	74.24	-	-	74.24	-	74.24	-	74.24
Loans	9, 16	-	-	978.58	-	-	978.58	-	978.58	-	978.58
Other financial assets	10, 17	-	-	100.74	-	-	100.74	-	100.74	-	100.74
Trade receivables	14	-	-	304.60	-	-	304.60	-	304.60	-	304.60
Cash and cash equivalents	15	-	-	129.91	-	-	129.91	-	129.91	-	129.91
Bank balances	15	-	-	56.51	-	-	56.51	-	56.51	-	56.51
		-	-	1,743.42	-	-	1,743.42	-	1,743.42	-	1,743.42
Financial liabilities not measured at fair value											
Borrowings	22, 26	-	-	-	178.22	-	178.22	178.22	178.22	-	178.22
Trade payables	27	-	-	-	994.09	-	994.09	994.09	994.09	-	994.09
Other financial liabilities	23, 28	-	-	-	259.97	-	259.97	259.97	259.97	-	259.97
		-	-	-	1,432.28	-	1,432.28	1,432.28	1,432.28	-	1,432.28

The fair value of cash and cash equivalents, bank balances, trade receivables, loans, investments in tax-free bonds, investments in debentures/ bonds, 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 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.

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 a maximum payment period of two months 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 2019	31 March 2018
India	259.91	232.04
Others	141.35	79.47
	401.26	311.51

The Group's exposure to credit risk for trade receivables by type of counterparty is as follows:

	Carrying amount	
	31 March 2019	31 March 2018
Institutional	168.81	86.69
Authorised wholesaler	94.92	138.49
Exports	112.64	61.48
Others	24.89	24.85
	401.26	311.51

Movement in the allowance for impairment in trade receivables

	31 March 2019	31 March 2018
Opening balance	6.91	6.31
Amount provided for	0.11	0.60
Net remeasurement of loss allowance	7.02	6.91

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 2019, the expected cash flows from trade receivables is ₹ 394.24 (31 March 2018: ₹ 304.60). This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

In addition, the Group maintains the following lines of credit, ₹ 274 (31 March 2018: ₹ 224) overdraft facility with various banks that is unsecured. Interest would be payable basis prevailing MCLR/LIBOR rates plus applicable margin (31 March 2018 : MCLR/LIBOR rates plus applicable margin)

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2019 and 31 March 2018:

Particulars	As at 31 March 2019		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Trade payables	1,140.51	-	-
Borrowings	93.83	17.73	43.93
Other financial liabilities (Refer note 28 and 23)	251.20	-	27.24
Finance lease obligations	0.27	0.26	-
	1,485.81	17.99	71.17

Particulars	As at 31 March 2018		
	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities			
Trade payables	994.09	-	-
Borrowings	115.93	22.28	62.00
Other financial liabilities (Refer note 28 and 23)	212.29	-	25.20
Finance lease obligations	0.20	0.30	-
	1,322.51	22.58	87.20

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 Group 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 Group hedges 95% to 100% of its estimated foreign currency exposure in respect of sales and purchases over the following 12 months. The Group uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

The Group's investment in foreign subsidiaries are not hedged.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk is as follows:

	31 March 2019		31 March 2018	
	Euro	USD	Euro	USD
Export receivables	-	1.25	-	0.30
Overseas payables	(0.20)	(0.10)	(0.03)	-

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 of movement in interest rate by 100 basis points higher or lower and considering all other variables constant, the Group's profit before tax for the year ended 31 March 2019 would decrease / increase by ₹ 0.94 (31 March 2018: ₹ 0.85).

Note 55 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. The Company will 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. Further, the Company has a right to claim losses, if any, from Sharepro and accordingly the Company does not plan to make good the losses on its own account.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

₹ in Crores

Note 56 The Board of Directors at their Meeting held on 6 August 2018 approved the issue of secured non-convertible redeemable fully paid-up debentures as Bonus Debentures of ₹ 60 each out of the Accumulated Profits of the Company, in the ratio of 1 Bonus Debenture for every 1 equity share of ₹ 2 each held by the shareholders on a Record date as may be decided by the Board. Further, the Board of Directors at their Meeting held on 7 October 2018 approved the Scheme of Arrangement of Britannia Industries Limited and their Members for issue of bonus debentures in accordance with Sections 230 to 232 of the Companies Act, 2013 read with the rules made thereunder. Following the approval of sub-division of equity shares of face value of ₹ 2 each into 2 equity shares of face value of ₹ 1 each by the Members, the Bonus Debenture Committee constituted by the Board of Directors for Issue of Bonus Debentures, approved the revision in the Scheme of Arrangement to give effect to the aforementioned sub-division changing the value of Bonus Debenture to ₹ 30 per Debenture. The Company has obtained necessary approvals from BSE Limited, National Stock Exchange of India Limited, SEBI and filed an application with the National Company Law Tribunal (NCLT), Kolkata for approval of the Scheme of Arrangement. The NCLT has, by its order dated 10 April 2019 directed convening of a meeting of the Shareholders of the Company on 27 May 2019 for approval of the said Scheme, the notice for which has been issued to the Shareholders along with necessary newspaper publication. The NCLT has also appointed the Chairperson and Scrutinizer for the meeting and prescribed the procedures to be followed for obtaining approval of the Shareholders.

Note 57 Considering the economic viability of the business, the operations of Daily Bread Gourmet Foods (India) Private Limited have been discontinued during the year and the process of voluntary liquidation has been initiated.

Note 58 Disclosure as per Regulation 34 (3) and 53 (f) read with Part A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of loans and advances, the amount in the nature of loans outstanding at year end:

	Outstanding as at		Maximum outstanding during the year ended	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Varun Berry	-	-	29.79	-

Note 59 Due to the transition method chosen in applying Ind AS 115, comparative information has not been restated to reflect the new requirements.

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 2019	31 March 2018
Sale of goods/ Income from operations	31	10,973.46	9,905.63
Other operating revenues	31	81.21	84.47
Revenue from operations		11,054.67	9,990.10

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 2019	31 March 2018
India	10,264.85	9,304.68
Others	708.61	600.95
Sale of goods/ Income from operations	10,973.46	9,905.63

The Group does not incur any cost to obtain or fulfil a contract with the customer.

C. Reconciliation of Sale of goods/ Income from operations

Gross Sales Value	11,576.27	10,367.95
Add: Customer loyalty programme	1.39	5.87
Less: Stock returns	104.38	83.57
Less: Trade discounts, promotions & channel margins	499.82	384.62
Sale of goods/ Income from operations	10,973.46	9,905.63

Note 60 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:

Note	Description	31 March 2019	31 March 2018
8.	Non-current investments:		
(a)	Unquoted - Trade investments - Investments in debentures / bonds	4	4
	The Bengal Chamber of Commerce and Industry 6 1/2 % Non-redeemable registered debentures 1962		
51.	Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements:		
(a)	Boribunder Finance and Investments Private Limited	-	(46)
(b)	Britannia Employees General Welfare Association Private Limited	-	(38)

Note 61 During the year ended 31 March 2019, no material foreseeable loss (31 March 2018: Nil) was incurred for any long-term contract including derivative contracts.

As per our report of even date attached for B S R & Co. LLP

Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors

Chairman	:	Nusli N Wadia	
Managing Director	:	Varun Berry	
Directors	:	A K Hirjee	Ajai Puri
	:	Keki Elavia	Ness N Wadia
	:	Nimesh N Kampani	Ranjana Kumar
	:	Avijit Deb	Y.S.P Thorat
	:	Jeh N Wadia	Tanya Arvind Dubash
	:	Keki Dadiseth	

Supreet Sachdev
Partner
Membership number: 205385

Chief Financial Officer : N. Venkataraman
Company Secretary : T.V. Thulsidass

Place: Bangalore
Date: 1 May 2019

Place: Mumbai
Date: 1 May 2019

**SIGNIFICANT RATIOS
(on standalone basis)**

		2018-19	2017-18	
Measures of Investment				
Return on Equity	Profit after tax Shareholders' funds	%	27.8	29.3
Book value per share	Shareholders' funds Number of equity shares (of face value of ₹ 1 each)	₹	168.09	134.74
Dividend cover	Earnings per share (Basic) Dividend (Plus tax) per share	times	2.6	2.6
Measures of Performance				
Profit margin	Profit before tax Revenue from operations	%	16.4	15.4
Debtors turnover	Sale of goods (net of excise duty) Average Gross Trade receivables	times	35.0	49.9
Stock turnover	Sale of goods (net of excise duty) Average Inventories (Finished goods + Stock-in-trade + Goods in transit)	times	40.4	38.9
Measure of Financial Status				
Debt equity ratio	Long-term borrowings + Short-term borrowings + Current maturities of long-term debt and finance lease obligations Shareholders' funds	%	0.0	0.3
Current ratio	Current assets Current liabilities - Current maturities of long-term debt and finance lease obligations	times	1.9	2.0
Tax ratio	Provision for tax Profit before tax	%	34.6	34.4

TEN YEAR FINANCIAL STATISTICS : 2010 - 2019**(STANDALONE FINANCIAL STATEMENTS)**

₹ in Crores

As at / Year ended 31 March	Previous GAAP						IND AS			
	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Assets employed										
Fixed assets less depreciation and amortisation	291.47	315.40	458.82	580.12	642.88	574.16	716.29	869.09	1,231.55	1,392.51
Investments (non-current and current)	490.64	545.00	428.94	279.60	372.99	661.04	921.33	599.91	1,186.13	1,645.67
Other assets (net of liabilities)	43.76	22.34	66.78	(7.83)	(161.96)	1.39	379.09	1,113.60	827.11	1,001.80
	825.87	882.74	954.54	851.89	853.91	1,236.59	2,016.71	2,582.60	3,244.79	4,039.98
Financed by										
Equity shares	23.89	23.89	23.89	23.91	23.99	23.99	24.00	24.00	24.01	24.03
Other equity	372.36	427.41	496.15	612.50	829.47	1,211.63	1,992.03	2,557.98	3,211.27	4,015.42
Loan funds	429.62	431.44	434.50	215.48	0.45	0.97	0.68	0.62	9.51	0.53
	825.87	882.74	954.54	851.89	853.91	1,236.59	2,016.71	2,582.60	3,244.79	4,039.98
Profits and appropriations										
Sale of goods/ Income from operations	3,426.64	4,230.59	5,005.66	5,649.66	6,347.85	7,269.26	7,880.56	8,581.55	9,282.04	10,389.49
Profit before tax	120.78	198.06	252.37	332.18	542.62	882.61	1,149.13	1,251.16	1,445.20	1,716.11
Tax	4.27	52.77	65.63	98.31	172.79	260.20	385.82	407.47	497.31	593.91
Net profit	116.51	145.29	186.74	233.87	369.83	622.41	763.31	843.69	947.89	1,122.20
Dividend (including tax on dividend)	69.65	90.24	118.00	118.94	168.37	230.94	288.80	317.75	361.85	434.57*
Profit for the year after dividend and tax thereon	46.86	55.05	68.74	114.93	201.46	391.47	474.51	525.94	586.04	687.63

* Proposed Dividend

NOTES



Britannia Industries Limited
A Wadia Enterprise

Registered Office

5/1A, Hungerford Street, Kolkata - 700017, 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 100TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the One-Hundredth Annual General Meeting (AGM) of the Members of Britannia Industries Limited will be held on Friday, 9 August 2019 at 11.00 A.M. at Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata - 700 098, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statement of the Company for the Financial Year ended 31 March 2019, together with the Reports of the Board of Directors and the Auditors thereon;
 - b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31 March 2019, together with the Report of the Auditors thereon.
2. To declare dividend for the financial year ended 31 March 2019.
3. To appoint a Director in place of Mr. Ness N. Wadia (DIN:00036049), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. B S R & Co. LLP, as Statutory Auditors of the Company:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. B S R & Co. LLP, Chartered Accountants (Registration No.101248W/W-100022), be and are hereby re-appointed as the Statutory Auditors of the Company for a period of One (1) year to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration inclusive of applicable taxes and out of pocket expenses to be decided by the Board of Directors of the Company”.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Tanya Arvind Dubash (DIN:00026028), 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 7 February 2019, in terms of Section 161(1) of the Companies Act, 2013 and Article 94 of the Articles of Association of the Company and whose term of office expires at the 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 signifying the intention to propose Mrs. Tanya Arvind Dubash as a candidate 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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Tanya Arvind Dubash (DIN:00026028), who has submitted a declaration that she 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 with effect from 7 February 2019 upto 6 February 2024, with an option to retire from the office at any time during the term of appointment.”

6. 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

Britannia Industries Limited

of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Avijit Deb (DIN:00047233), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of Independence as provided in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and whose appointment is recommended by the Nomination and Remuneration Committee on the basis of performance evaluation, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from 12 August 2019 to 11 August 2024, with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded for continuation of directorship of Mr. Avijit Deb as an Independent Director of the Company upon attaining the age of 75 years during the term of re-appointment for five (5) consecutive years.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

7. 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 ('Act'), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force),

Mr. Keki Dadiseth (DIN:00052165), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and whose appointment is recommended by the Nomination and Remuneration Committee on the basis of performance evaluation, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from 12 August 2019 to 11 August 2024, with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded for continuation of directorship of Mr. Keki Dadiseth as an Independent Director of the Company upon attaining the age of 75 years during the term of re-appointment for five (5) consecutive years.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

8. 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, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr. Ajai Puri (DIN:02631587), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and whose appointment is recommended by the Nomination and Remuneration Committee on the basis of performance evaluation, be and is hereby re-appointed as a

Britannia Industries Limited

Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from 12 August 2019 to 11 August 2024, with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

By Order of the Board of Directors
For Britannia Industries Limited

Thulsidass T V

Company Secretary

Membership No.: A20927

Date: 1 July 2019

Place: Mumbai

NOTES:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at Item Nos. 4 to 8 of the notice as set out above, is annexed hereto.

- b. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing the representative to attend and vote on their behalf at the Meeting.

- c. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company by giving not less than three days of notice in writing to the Company.
- d. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 3 August 2019 to Friday, 9 August 2019 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for financial year 2018-19.
- e. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, declared at the Meeting, will be paid within the period of 30 days from the date of declaration, to those Members whose name appear on the Register of Members as on 2 August 2019. In respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- f. 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 2012 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).

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 in para q herein below, quoting their folio number/ DP ID and Client ID.

Further, as on 31 March 2019, there is 3rd and final bonus debenture interest of ₹ 12,707,411.56/- paid on 22 March 2013 and remaining unclaimed which will be transferred to IEPF on or before 21 March 2020.

The Debenture holders who have not claimed their interest are requested to submit their claims to Company's Registrar and Transfer Agent to avoid transfer of debenture interest and debentures to IEPF account.

Britannia Industries Limited

During the FY 2018-19, the Company has transferred unpaid and unclaimed dividend of ₹ 48,70,333 and unpaid/unclaimed debenture interest of ₹ 24,30,938 to IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013 read with IEPF Rules.

Details of the Members whose dividend has remained unclaimed/unpaid as on the date of the 99th AGM held on 6 August, 2018, has been uploaded on the website of the IEPF viz., www.iepf.gov.in and also under 'Investor Centre' section on the website of the Company www.britannia.co.in.

- g. 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 (including circulars, notifications and amendments thereof) all the shares/debentures in respect of which dividend/debenture interest 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 2011-12 are requested to claim the same to avoid transfer of shares to IEPF.

In accordance with the aforesaid provisions, the Company has transferred 24,016 equity shares held by 62 shareholders as on 31 March, 2011 whose dividends were remaining unpaid/unclaimed for 7 consecutive years i.e., from FY 2010-11 to IEPF.

Shareholders may note that both the unclaimed dividend / debenture interest amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF Authority 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.

- h. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in information registered with the 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.

- i. Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/ Proxies / Authorised Representatives should bring the Attendance Slip to the Meeting duly filled in for attending the Meeting.
- j. 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.
- k. 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 Thulsidas, Company Secretary at thulsidasstv@britindia.com or investorrelations@britindia.com or to the Registrar and Share Transfer Agent.
- l. 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.
- m. 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.
- n. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members

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- 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.
- o. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS / NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS / NECS, Members holding shares in physical form are requested to provide bank account details to the Registrar and Share Transfer Agent or Company.
- p. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- q. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agent, Karvy Fintech Private Limited, at the address mentioned below:
- Karvy Fintech Private Limited
(Formerly known as Karvy Computershare Private Limited)
Unit: Britannia Industries Limited
Karvy Selenium Tower B, Plot Nos. 31 & 32,
Financial District Nanakramguda,
Serilingampally Mandal, Hyderabad – 500 032
Ph.: 040 6716 2222; Fax No. 040 – 23420814
Email Id: einward.ris@karvy.com
Website: www.karvyfintech.com
- r. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, (Listing Regulations, 2015) the Company is maintaining an E-mail Id: investorrelations@britindia.com exclusively for quick redressal of members/ investors grievances.
- s. Details under Regulation 36(3) of Listing Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms part of the notice. Requisite declarations have been received from the Director seeking his appointment / re-appointment.
- t. Electronic copy of the Annual Report 2018-19 and the Notice of 100th Annual General Meeting of the Company is being sent to all the members whose E-mail Ids are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report 2018-19 and the Notice of 100th Annual General Meeting of the Company is being sent in the permitted mode.
- u. Members may note that the Annual Report 2018-19 and Notice of the 100th Annual General Meeting is also available on the Company's website. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the shareholders may send requests to the Company's investor E-mail Id: investorrelations@britindia.com.
- v. The Members desirous of obtaining any information/ clarification concerning the financial statements and operations of the Company are requested to address their questions in writing to the Company on its E-mail Id: investorrelations@britindia.com at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
- w. In order to enable the Company to send such documents in electronic form, the Members are requested to register their E-mail Ids either with the Company on its E-mail Id: investorrelations@britindia.com or with the Company's Registrar and Transfer Agent on their E-mail Id: einward.ris@karvy.com.
- x. The notice of the 100th AGM is also available on the website of NSDL www.evoting.nsdl.com.
- y. Voting through Electronic Means - Remote E-Voting
- i. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or

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re-enactment thereof, for the time being in force); Regulation 44 of Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote at the 100th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).

- ii. Members who have not cast their vote by remote e-voting can exercise their voting rights at the meeting through poll paper.
- iii. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to vote.
- iv. The remote e-voting period commences on 6 August 2019 (9:00 A.M) and ends on 8 August 2019 (5:00 P.M). 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., 2 August 2019, 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.
- v. 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., 2 August 2019 shall only be entitled to avail the facility of remote e-voting and attend/ vote at the AGM.
- vi. Any person who acquires shares of the Company and becomes member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e., 28 June 2019 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or investorrelations@britindia.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/ Password' option available on www.evoting.nsdl.com.

- vii. The instructions for remote e-voting are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 to log-in to NSDL e-voting system is given below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services 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*****.

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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the Company.</p> <p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.
- 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

Details on Step 2 to cast your vote electronically on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
3. Select 'EVEN' of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by E-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- viii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e., 2 August 2019.
- ix. Mr. P.N. Parikh (FCS 327 CP 1228) and failing him Mr. Mitesh Dhabliwala (FCS 8331 CP 9511), Practising Company Secretaries, Address: 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl Estate, Off Link Road, Andheri (West), Mumbai – 400053 has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
- x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xi. The Scrutinizer after the conclusion of voting at the AGM will count the votes casted at the meeting and

thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of meeting, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman of the Company or Director authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.

- xii. The Results shall be declared on or after the AGM of the Company. The Results along with the Scrutinizer's Report will be placed on the Company's website www.britannia.co.in and on the website of NSDL immediately after the Declaration of results by the Chairman or a person authorized by him in writing and will be communicated to stock exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 4

M/s. B S R & Co. LLP (B S R), Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of 5 consecutive years at the Annual General Meeting (AGM) held on 12 August, 2014. Their term of appointment of 5 years expires at the ensuing AGM. Pursuant to the provisions of Section 139 of the Act an audit firm can be appointed for two consecutive terms of 5 years each, totaling to 10 years. Under the provisions of the Companies (Audit and Auditors) Rules, 2014, the period for which the audit firm has held office as auditor prior to the commencement of the Act i.e. 1 April, 2014, shall be taken into account for calculating the period of ten years mentioned above.

B S R have been the Statutory Auditors of the Company since 2010-11 and thus have served as Statutory Auditors of the Company for 9 years. In view of this, B S R can be appointed for a further period of 1 year. B S R have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder. The Board of Directors, on the recommendation of the Audit Committee, have recommended for the approval of the Members, the re-appointment of B S R as Statutory Auditors of the Company for a period of one year.

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B S R & Co. ('the firm') was constituted on 27 March 1990 having Firm Registration No. as 101248W. It was converted into limited liability partnership i.e., B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011 .

B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Associates include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S S R & Co and B B S R & Co.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.

The remuneration proposed for audit of the financial statements for the financial year 2019-20 for the Company is ₹ 111.95 lakhs plus reimbursement of out of pocket expenses and applicable taxes. In addition to the above and in accordance with the provisions of the Act, the Board / Audit Committee may approve the fee payable to the auditors for limited reviews, certifications and other permitted services to be rendered by the Auditors in accordance with the provisions of Section 144 of the Act, as deemed appropriate.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 5

The Board of Directors appointed Mrs. Tanya Arvind Dubash as an Additional and Independent Director of the Company with effect from 7 February 2019 pursuant to the 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. Mrs. Tanya Arvind Dubash 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 signifying the intention to propose the candidature of Mrs. Tanya Arvind Dubash for the office of the Director of the Company.

Mrs. Tanya Arvind Dubash is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Company has also received declaration from Mrs. Tanya Arvind Dubash that she meets with the criteria of

independence as prescribed under Section 149(6) of the Act and Regulation 16(b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Mrs. Tanya Arvind Dubash fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations, 2015.

The profile of Mrs. Tanya Arvind Dubash is annexed to the Notice.

The Board recommends the appointment of Mrs. Tanya Arvind Dubash as an Independent Director for approval by Members of the Company by special resolution.

Copy of the draft letter for appointment of Mrs. Tanya Arvind Dubash as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office /Executive Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Mrs. Tanya Arvind Dubash is not related to any Director of the Company.

Except Mrs. Tanya Arvind Dubash, 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. 5 of the Notice.

ITEM NO. 6 to 8

Pursuant to the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri were appointed as an Independent Directors for period of 5 years upto 11 August 2019 by the Members at the 95th AGM of the Company held on 12th August, 2014.

As per Section 149(10) of the Act, an Independent Director can be re-appointed for another term of upto five 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 Obligations and Disclosure Requirements) Regulations, 2015, Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri are eligible for re-appointment.

They have submitted their declaration of independence as required under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI Listing Regulations, 2015 and are not disqualified to be appointed as Directors.

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The Company has received notices under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri as Independent Directors of the Company.

Copy of the draft letter for appointment of Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri, 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 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that their continued association would be of immense benefit to the Company.

In terms of the requirement of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1 April 2019, approval of the Members by special resolution is required for appointing or continuing the Directorship of any person as non-executive director who has attained the age of seventy five(75) years. Mr. Avijit Deb and Mr. Keki Dadiseth would attain the age of 75 years during their proposed term.

Accordingly, the Board recommends the re-appointment of Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri as Independent Directors for a second term of five consecutive years with effect from 12 August 2019 to 11 August 2024 for approval of the shareholders of the Company by Special Resolution.

Except Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri, 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 resolution set out at Item No. 6 to 8 of the accompanying Notice of the AGM.

Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri are not related to any Director of the Company.

Brief Profiles of Mr. Avijit Deb, Mr. Keki Dadiseth and Dr. Ajai Puri are annexed to the Notice.

Profile of Directors seeking Appointment/ Re-Appointment

(Pursuant to the Regulation 36(3) of SEBI Listing Regulations, 2015)

Mrs. Tanya Arvind Dubash (DIN:00026028)

Tanya serves as the Executive Director and Chief Brand Officer of Godrej Industries Ltd., and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand. Tanya is also a Director on the Boards of Godrej Industries, Godrej Consumer Products and Godrej Agrovet.

Tanya serves on the boards of Britannia Industries, AIESEC and India@75 and was on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015.

Tanya was a trustee of Brown University between 2012 and 2018 and continues to be member of the Brown India Advisory Council and on the Watson Institute Board of Overseers.

Tanya was recognized by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laudé, Economics & Political Science, Brown University, USA, and an alumna of the Harvard Business School.

She is also a Trustee of ABG Family Trust, TAD Family Trust and TAD Children Trust.

As on 31 March 2019, she does not hold any equity shares in the Company.

She is also on the Board and Committees of the Board of following companies:

Name of the Company	Nature of Interest	Committees of the Board
Godrej Industries Limited	Executive Director & Chief Brand Officer	Member – Stakeholders Relationship Committee Member – Risk Management Committee Member – CSR Committee
Godrej Consumer Products Limited	Director	Member – CSR Committee
Godrej Agrovet Limited	Director	Nil
Ensemble Holdings & Finance Limited	Chairperson	Nil
Natures Basket Limited	Chairperson	Chairperson – Audit Committee Member – Nomination & Remuneration Committee
Godrej Seeds & Genetics Limited	Director	Chairperson – CSR Committee
Godrej Holdings Private Limited	Director	Nil
Innovia Multiventures Private Limited	Director	Nil

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Profile of Mr. Avijit Deb (DIN:00047233)

Mr. Avijit Deb is a solicitor and an Advocate, a Member of the Incorporated Law Society of Calcutta of which he has served as the President. He has his own firm of Solicitors in Kolkata and has over 45 years of experience in the Legal field.

As on 31 March 2019, he does not hold any equity shares in the Company.

He is also on the Board and Committees of the Board of following Companies:

Name of the Company	Nature of Interest	Committees of the Board
Business Media Pvt. Ltd.	Director	Nil
Deb & Associates Consultants Pvt. Ltd.	Director	Nil
ABP News Network Pvt. Ltd.	Director	Member – Audit Committee
Calcutta Media Institute Private Limited	Director	Nil
U.G. Services Pvt. Ltd.	Director	Nil

Profile of Mr. Keki Dadiseth (DIN:00052165)

Mr. Keki Dadiseth has to his credit, an illustrious career of 27 years at Hindustan Lever Limited from 1973 to 2000. During his term, he served as the Chairman of the Board from 1996 to 2000. He was also associated with the Unilever Group as Director and Member of the Executive Committee between 2000 and 2005.

He is the Non-Executive Chairman of Omnicom India. He also serves as a Member of the Managing Committee of the Breach Candy Hospital Trust, a Founding Member of the Executive Board of the Indian School of Business and a Member of the Executive Committee of The B.D. Petit Parsee General Hospital.

As on 31 March 2019, he does not hold any equity shares in the Company.

He is also on the Board and Committees of the Board of following Companies:

Name of the Company	Nature of Interest	Committees of the Board
Godrej Properties Limited	Director	Chairman – Audit Committee Member – Nomination & Remuneration Committee

Name of the Company	Nature of Interest	Committees of the Board
JM Financial Limited	Director	Member – CSR Committee Member – Audit Committee
Piramal Enterprises Limited	Director	Member – Nomination & Remuneration Committee Member – Audit & Risk Committee
Siemens Limited	Director	Chairman – Corporate Governance Committee Member – Audit Committee Member - Risk Management Committee
Omnicom India Marketing Advisory Services Private Limited	Non-Executive Chairman	Nil
Marsh & McLennan Companies Inc., India	Chairman of Convening Board	Nil

Profile of Dr. Ajai Puri (DIN:02631587)

Dr. Ajai Puri holds a PhD in Food Science from the University of Maryland and an MBA from the Crummer Business School, Rollins College, Florida.

Dr. Ajai Puri has vast knowledge and international experience in the fields of Management, R&D / Innovation, Marketing and Manufacturing, Product Safety and Quality Assurance in the Food Industry. These experiences were gained during his assignments with Companies namely - Cadbury Schweppes PLC, The Minute Maid Company/The Coca-Cola Company and latest with Royal Numico N.V. in the Netherlands. During his career, Dr. Ajai Puri has held a variety of positions of global scope including that of Senior Vice President Technical (Science and Technology) at The Minute Maid Company in the U.S., and President Research, Development and Product Integrity at Royal Numico in the Netherlands.

As on 31 March 2019, he does not hold any equity shares in the Company.

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He is also on the Board and Committees of the Board of following companies:

Name of the Company	Nature of Interest	Committees of the Board
Tate & Lyle Plc, London	Director	Member - Nominations Committee Member - Audit Committee
Firemenich SA (Private)	Director	Member – Nominations Committee

Profile of Mr. Ness N. Wadia (DIN:00036049)

Mr. Ness N. Wadia, 48, is a Promoter Non-Executive Director of the Company. He currently serves as Managing Director of Bombay Burmah Trading Company, Chairman of National Peroxide Ltd, Director on boards of Wadia Group companies including Britannia Industries Ltd, Bombay Dyeing and Manufacturing Company Ltd and Go Airlines (India) Ltd. He sits on the Audit Committees of Go Airlines (India) Ltd, and Britannia Industries Ltd; the Finance Committees of Bombay Burmah Trading Company and Britannia Industries Ltd; and also the CSR Committees of Bombay Dyeing, Britannia, National Peroxide and Go Airlines (India) Ltd.

He is also a member on the Board of the Wadia Hospitals; and Trustee of Sir Ness Wadia Foundation, F.E. Dinshaw Trust, Britannia Nutrition Foundation, and Modern Education Society, Pune.

As a Trustee of Sir Ness Wadia Foundation and other Trusts, he leads the Group's efforts to empower the underprivileged sections of the society. He is actively involved in overseeing the award-winning Wadia Hospitals in addition to the Group's educational Institutions as well as education and housing institutions.

Mr. Wadia was active in major industry organisations namely FICCI and led several forums such as Lifestyle forum, Young Leaders forum as well as President of its Mumbai Chapter.

He did Master's degree in Science (M.Sc.) of Engineering Management from the University of Warwick with a thesis titled "Leading to Success in India".

Mr. Wadia is also a co-owner of Kings XI Punjab, a prominent cricket team in the Indian Premier League.

As on 31 March 2019, Mr. Ness N. Wadia holds 9,102 shares in the Company.

Directorship: National Peroxide Ltd. (Chairman); The Bombay Burmah Trading Corporation Ltd (Managing Director); The Bombay Dyeing & Manufacturing Company Ltd; Britannia Industries Ltd; Go Airlines (India) Ltd; Virtual Education Network Pvt. Ltd; K.P.H. Dream Cricket Pvt. Ltd; Go Investments & Trading Pvt. Ltd; Panella Foods and Beverages Pvt. Ltd; Leila Lands SB, Malaysia; Island Landscape & Nursery Pte. Ltd; Island Horti-Tech Holdings Pte. Ltd; and Strategic Foods Intl. Co. (LLC); School for Social Entrepreneurs India.

Committee Membership: Corporate Social Responsibility (CSR) Committee (Chairman) of The Bombay Dyeing & Mfg. Co. Ltd.; Audit Committee, CSR Committee (Chairman), Finance Committee, Strategy & Innovation Steering Committee of Britannia Industries Ltd.; Stakeholders' Relationship Committee and Finance Committee of The Bombay Burmah Trading Corporation Ltd; Audit Committee and CSR Committee of Go Airlines (India) Ltd; and Nomination & Remuneration Committee and CSR Committee (Chairman) of National Peroxide Ltd.

Except Mr. Ness N. Wadia, Mr. Nusli N. Wadia (his father) and Mr. Jehangir N. Wadia, (his brother), none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Mr. Ness N. Wadia has attended 5 out of 6 Board Meetings held during the Financial Year 2018-19.

By Order of the Board of Directors
For Britannia Industries Limited

Date: 1 July 2019
Place: Mumbai

Thulsidass T V
Company Secretary
Membership No.: A20927



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

**PROXY
FORM**

100TH ANNUAL GENERAL MEETING - 9TH AUGUST 2019

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): Registered Address:	Folio No: DP ID / Client ID : E-mail ID:
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I/We, being the Member(s), holding Shares of Britannia Industries Limited, hereby appoint:

1. Name Email Id.....
Address
..... Signature or failing him/her
2. Name Email Id.....
Address
..... Signature or failing him/her
3. Name Email Id.....
Address
..... Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 100th Annual General Meeting of the Company being held on Friday, 9th August 2019 at 11 A.M. at Hyatt Regency, JA-1, Sector 3, Salt Lake City, Kolkata – 700098 and at any adjournment thereof in respect of such resolutions as mentioned below:

Resolution No.	Resolutions	Optional*	
		FOR	AGAINST
Ordinary Business:			
1.	a. Approval of Audited Standalone Financial Statements for the year ended 31 March 2019 and the Reports of the Directors and Auditors thereon.		
	b. Approval of Audited Consolidated Financial Statements for the year ended 31 March 2019 and the Reports of the Auditors thereon.		
2.	To declare dividend for the financial year ended 31 March 2019.		
3.	To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
4.	To re-appoint M/s. B.S.R & Co. LLP, as Statutory Auditors of the Company.		
Special Business:			
5.	To approve the appointment of Mrs. Tanya Arvind Dubash (DIN: 00026028) as an Independent Director of the Company.		
6.	To approve the re-appointment of Mr. Avijit Deb (DIN: 00047233) as an Independent Director of the Company.		
7.	To approve the re-appointment of Mr. Keki Dadiseth (DIN: 00052165) as an Independent Director of the Company.		
8.	To approve the re-appointment of Dr. Ajai Puri (DIN: 02631587) as an Independent Director of the Company.		

Signed this..... day of..... 2019.

Signature of the Member

Signature of Proxy Holder/Authorised Representative

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- *2. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on Poll) at the meeting in the manner as he/she may deem appropriate.

