



Principal terms and conditions of Bonus Debenture specified in the Scheme of Arrangement:

Issuer	Britannia Industries Limited
Type of instrument	Secured, non-convertible, redeemable, fully paid-up Debentures.
Issue Size	24,03,18,294 Debentures of INR 30/ each amounting to INR.720,95,48,820/- .
Face Value / Principal	INR. 30/- per Debenture.
Utilization	The amount of subscription of Debentures will be utilised for: (i) Capital expenditure in new and/or on-going projects including, renovation & modernization; (ii) Refinancing for meeting the debt requirement in on-going projects and renovation & modernization, during recoupment of expenditure already incurred; and (iii) Investment in Joint Venture and Subsidiary Companies. (iv) Working Capital and other business purposes.
Interim Use	Pending utilisation of the subscription money for the purposes described above, the funds will be deployed in the manner as may be considered appropriate by the Company.
Security	Debentures are secured by a <i>pari passu</i> charge on current assets i.e., inventories and receivables of the Company.
Ranking/ Seniority	The claims of the Debenture holders shall be superior to the claims of any unsecured creditors of the Company and shall be subject to applicable statutory and/or regulatory requirements and shall rank <i>pari passu inter se</i> to the claims of other secured creditors of the Company having the same security.
Listing	Proposed to be listed on the Stock Exchanges under SEBI Debt Regulations.

Britannia Industries Limited

Prestige Shantiniketan, The Business Precinct
Tower C, 16th & 17th floor, Whitefield Main Road
Mahadevapura Post, Bengaluru-560048
Fax.No: 080 37687486, Board No: 080 37687100

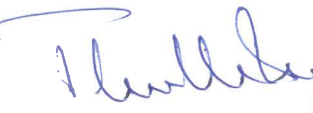
Registered Office - 5/1A, Hungerford Street,
Kolkata - 700017, West Bengal.
CIN No.: L15412WB1918PLC002964
Email: investorrelations@britindia.com
Website: www.britannia.co.in
Tel No: 033 22872439/2057, Fax No: 033 22872501



Credit Ratings	CRISIL AAA/Stable
Market Lot	One Bonus Debenture of INR. 30/- each
Coupon Rate / Interest	8.00%
Coupon Type	The coupon determined as per above methodology would remain fixed throughout the tenure of the Debentures.
Coupon Payment Frequency	Annually.
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited.
Redemption/Maturity	The Debentures shall be redeemed on the third anniversary of the date of their allotment.
Taxation	The interest and principal amount of Debentures are subject to taxes as may be applicable in accordance with provisions of IT Act as amended from time to time.
Debenture Trustee	IDBI Trusteeship Services Limited
Lock in Period	There is no Lock-In Period for the Debentures.

Yours faithfully,

For Britannia Industries Limited


T.V. Thulsidass
Company Secretary
Membership No. 20927

