

THE BOMBAY BURMAH TRADING CORPORATION LTD.

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9th September, 2010.

Ref: SHARES/GEN-16:

The Secretary,
Bombay Stock Exchange Ltd.,
Dalal Street,
Mumbai 400 001

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) Fax Nos.22658121/22723719/
) 22722037/22722039
) Attn : Ms. Neha Gada, DCS – CRD,
) DCS – CRD
)

Manager – Listing Dept.,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No.C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai 400 051

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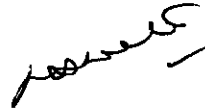
Dear Sir,

We send herewith the certified true copy of the proceedings of the Annual General Meeting of the Corporation held on 10th August, 2010.

Kindly acknowledge.

Thanking you,

Yours faithfully,
For The Bombay Burmah Trading
Corporation, Ltd.,



N. H. Datanwala
Vice President Corporate &
Company Secretary.

Encl : As above.

Proceedings of the 145th Annual General Meeting of the Shareholders of The Bombay Burmah Trading Corporation Limited, held at Rama Watumull Auditorium, K C College, Dinshaw Wacha Road, Churchgate, Mumbai 400020 on Tuesday, the 10th day of August, 2010 at 4.00 p.m.

48 Members were present at the Meeting.

With the consent of the Members present, the Notice convening the Meeting was taken as read.

The Report of the Auditors was read by the Secretary.

The Register of Proxies was tabled.

The Directors' Report and Audited Accounts for the year ended 31st March, 2010, as published, were taken as read with the consent of the Members.

The Chairman addressed the Meeting as under:

Ladies and Gentlemen,

I have pleasure in welcoming you to the 145th Annual General Meeting of the Corporation.

1. The Report of the Directors and Annual Accounts for the year ended 31st March, 2010 have been with you for some time and I take them as read.
2. The year under review has been a satisfactory one. Gross income has gone up to Rs.313 Crores representing an increase of almost 8% over the previous year. Production of tea has crossed 100 lakh kgs output mark for the first time in the history of the Corporation.

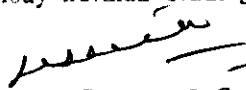
The Corporation registered improvement in its overall performance and achieved profit after tax of Rs.13.66 Crores as against a loss of Rs.13.87 Crores in the previous year.

With regard to Divisionwise performance, the Plantation Division showed marked improvement in its performance because of higher production, stronger domestic demand and better price realisation during the year. Within the Industrial Divisions, BCL Springs achieved marked improvement in the performance following the upturn in the Auto sector. Sunmica Division registered only modest growth. We continued our efforts to unlock the value of our properties at Kanjur Marg, Akurdi and Coimbatore. The impact of this unlocking will be reflected in the coming years. Significantly, and as informed last year, Britannia Industries Limited (BIL) has become an indirect subsidiary of the Corporation and this is reflected in our consolidated results.

3. Your Directors are pleased to recommend payment of dividend @ 35% i.e. Rs.3.50 per share as against Re.1/- per share last year.
4. Turning to the current year, the performance continues to be satisfactory. Turnover of Plantation Division in the first quarter ended June, 2010 has been Rs.28.77 Crores

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For The Bombay Burmah Trading Corpn. Ltd.


Vice-President Corporate & Company Secretary

and is in line with Rs.28.62 Crores for the same period last year. Tea prices are beginning to come under some pressure.

5. The turnover of the Laminates Division (now renamed Sunmica Division) in the first quarter is Rs.20.50 Crores as compared to Rs.17.56 Crores for the same period last year.
6. The turnover of BCL Springs Division in the first quarter is Rs.25.76 Crores as compared to Rs.17.19 Crores for the same period last year showing significant improvement in line with the growth in Auto industry.
7. The total Income of the Corporation for the first three months is Rs.87.46 Crores as compared to Rs.70.82 Crores for the same period last year. Profit for the quarter is Rs.9.90 Crores compared to Rs.0.87 Crore for the first quarter of last year.

With this, I now propose the first Resolution to you:

"That the Audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account of the Corporation for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon be and are hereby adopted."

When this has been seconded, you are welcome to ask questions relevant to this Report.

The Resolution was seconded by Mr. Arvind Vyas

8. Please would you kindly give your names and if you refer to the Report, it would be a great help if you could give page numbers of the Report for ease of reference. Also to save time, Shareholders are requested not to repeat points already covered by previous speakers.

I can assure Shareholders that I will be maintaining a careful record of the points that they raise.

Thank you.

Before the Resolution was put to vote, the Chairman invited comments from the Members. The following Members came forward to present their views:

Mrs. Ashalata Maheshwari

Mr. Vinit Kumar Parikh

Mr. Arvind Vyas

Mr. Kirti Shah

Mr. Jagdish Jhaveri

Mrs. Shobhana Mehta

Mr. Jatin Sanghavi

Mr. P. D Shah

Mr. Jitendra Sanghavi

Mr. Jayantilal Dedhia

Mr. S D Chheda

Mr. P. A. Vijaykar

asked questions and offered comments relating to the following matters:

a) Corporation's Working Results/Performance:

Most of the Members complimented the management for satisfactory results and improvement in overall performance.

b) Dividend:

Most of the Members were happy to note that the Board recommended a higher dividend of 35%.

c) Real Estate Division:

Enquiries were made about the total land area at Akurdi - Pune, Coimbatore and Kanjur Marg, the nature of the land, when the revenue generation was expected to commence and its quantum and what steps were being taken for development of these properties.

Enquiries were also made as to whether any new projects were to be developed and whether they would be residential or commercial and how much land was converted in stock-in-trade

d) Plantations:

Enquiries were made about the quantity of coffee exported, and how to increase the production of green tea.

e) General:

Enquiries were made about the total Capex planned, foreign exchange exposure and increase in total sales and profits of various Divisions. Questions were asked about long term investments and how to make the Company debt free. Enquiries were made regarding Sunmica Division's growth and the utilization of laminates.

Request was also made to print financial highlights in bigger and bold letters.

Enquiries were also made about subsidiaries of the Corporation and request was made to allow access to Associates' financials and the investments made by subsidiaries.

Enquiries were made about the price the Corporation paid to Danone to acquire Britannia.

Some shareholders suggested that apart from giving stand-alone quarterly results, the Corporation should also give consolidated figures for each quarter. They further suggested that the Corporation should sub-divide its Rs.10 share into Re.1 share which would help to improve liquidity.

In reply the Chairman said:

"Ladies and Gentlemen,

I now answer your queries. We expect about 25% growth in turnover and about 15% growth in profit. We are hedging our foreign exchange although we have some exposure in form of foreign exchange loans. There is no major Capex planned at present.

We have 18 acres of land in Pune for development. As this is MIDC land, development will attract substantial premium. We have not yet decided whether to develop or to sell the land. At Kanjur Marg, we have 2.1 acres of land and at Coimbatore, 4.3 acres of land. We have converted all the properties to stock-in-trade.

Coffee Export would be around 500 tonnes. Total export of green tea would be around 500 tonnes.

Details of all the subsidiaries are disclosed in the Annual Report. Britannia becoming indirect subsidiary of the Corporation was reported in the Directors' Report for 2008-2009. The price paid and the outstanding loan for this acquisition are disclosed in the subsidiaries accounts and the consolidated accounts.

The Corporation will consider at appropriate time your proposal to split the shares of Rs.10 each into shares of Re.1 each.

I hope that I have covered all the relevant points asked by the Members.

I now put the Resolution to vote."

1. The Resolution to adopt the Directors' Report and the Audited Accounts for the year ended 31st March, 2010 was then put to vote on show of hands and was passed by requisite majority.

2. The following Resolution was proposed by the Chairman and seconded by Mr. Kirti Shah

"RESOLVED THAT the dividend at the rate of Rs. 3.50 per share on the Equity Share Capital of the Corporation for the year ended 31st March, 2010, be sanctioned and be made payable on and after 17th August, 2010 to the Shareholders whose names stand

on the Register of Members of the Corporation at the close of business on 26th July, 2010."

The Resolution was put to vote on show of hands and was passed by requisite majority.

3. The Chairman requested Mr. A K Hirjee, Vice Chairman to take the Chair as the resolution was pertaining to his own re-appointment was being taken up. The Vice Chairman said:

"As the Chairman's directorship is coming up for re-appointment, I am taking the Chair for this Resolution only."

The following Resolution was proposed by Mr. Jagdish Jhaveri and seconded by Mr. D. J. Paleja

"RESOLVED THAT Mr. Nusli Wadia, who retires from the board by rotation, be re-appointed a Director of the Corporation."

The Resolution was put to vote on show of hands and was passed by requisite majority.

Thereupon, Mr. A K Hirjee handed back the Chair to the Chairman.

4. The following Resolution was proposed by Mr. Tushar Sodha and seconded by Mr. D. J. Paleja

"RESOLVED THAT Mr. Ishaat Hussain, who retires from the board by rotation, be re-appointed a Director of the Corporation"

The Resolution was put to vote on show of hands and was passed by requisite majority.

• 5. The following Resolution was proposed by Mrs. Ashalata Maheshwari and seconded by Mr. Vinitkumar Parikh:

"RESOLVED THAT Mr. B. N. B. Tao, who retires from the board by rotation, be re-appointed a Director of the Corporation"

The Resolution was put to vote on show of hands and was passed by requisite majority.

6. The Chairman again requested Mr. A K Hirjee, Vice Chairman to take the Chair as the resolution pertaining to re-appointment of Mr. Ness Wadia was being taken up. The Vice Chairman said:

"As Mr. Ness Wadia's directorship is coming up for re-appointment, I am taking the Chair for this Resolution only."

The following Resolution was proposed by Mr. D J Paleja and seconded by Mr. S R Dalvi as an Ordinary Resolution:

"Resolved that Mr. Ness Wadia who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice pursuant to Section 257 of the Companies Act, 1956 in writing together with necessary Deposit, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

The Resolution was put to vote on show of hands and was passed by requisite majority. Thereupon, Mr. A K Hirjee handed back the Chair to the Chairman.

7. The following Resolution was proposed by Mrs. Purnima Bhatgara and seconded by Mr. H J Bamji as an Ordinary Resolution:

"Resolved that Ms. Vinita Bali who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice pursuant to Section 257 of the Companies Act, 1956 in writing together with necessary Deposit, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

The Resolution was put to vote on show of hands and was passed by requisite majority.

8. The following Resolution was proposed by Mr. H J Bamji and seconded by Mr. G N Kandar as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, Messrs B S R & Co., Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Corporation to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Corporation at such remuneration and on such terms and conditions to be fixed by the Board of Directors.

The Resolution was put to vote on show of hands and was passed by requisite majority.

9. The following Resolution was proposed by Mr. G N Kandar and seconded by Mrs. P. D. Bhatgara as an Ordinary Resolution:

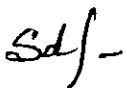
"RESOLVED THAT Messrs. Deloitte Haskins & Sells, Chennai, Chartered Accountants be and are hereby appointed as the Branch Auditors for auditing the accounts of the branches of the Corporation in South India, for the current financial year, at the remuneration and on terms and conditions to be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to appoint, in consultation with the Corporation's Auditors, in respect of the audit of the accounts of the Corporation's branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 226 of the Companies Act, 1956 or an accountant duly qualified to act as an auditor of the accounts of such branch offices, for the current financial year, in accordance with the laws of the concerned countries and to fix the remuneration and the terms and conditions of their appointment as branch auditors."

The Resolution was put to vote on show of hands and was passed by requisite majority.

The Meeting terminated with a vote of thanks to the Chair.

MUMBAI: 08/09/2010


VICE CHAIRMAN