

18th November, 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 : Certificate by Debenture Trustees under Regulation 52(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 52(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Certificate by Debenture Trustees, taking note of the contents w.r.t Half Yearly Financial Results for the period ended September 30, 2019 as prescribed under Regulation 52(4) of SEBI LODR, 2015.

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

Yours faithfully,

For Britannia Industries Limited



T V Thulsidass
Company Secretary
Membership No.: A20927



Encl: as above

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154

No. 9548 /ITSL/OPR/2019-20

November 18, 2019



To,

Britannia Industries Limited,

Prestige Shantiniketan, The Business Precinct, Tower C,

16th & 17th Floor, Whitefield Main Road,

Mahadevapura Post, Bengaluru - 560048

Kind Attn.: Mr. T V Thulsidass**Dear Sir,**

Sub: Letter from Debenture Trustee pursuant to Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR 2015) for the half year ended September 30, 2019

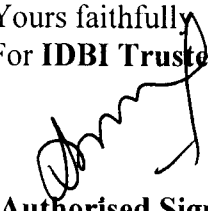
This has reference to the Order dated 2nd August, 2019, passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata ("NCLT"), in Company Scheme Petition No. CP (CAA) No. 794/KB/2019 connected with CA (CAA) No. 363/KB/2019 ("**Order**") sanctioning the Scheme of Arrangement, pursuant to which Britannia Industries Limited ("**Issuer**") has issued and allotted Secured, Non-Convertible, Redeemable, Fully Paid-Up Debentures by way of Bonus Debentures, wherein IDBI Trusteeship Services Limited is acting as the Debenture Trustee. The said Bonus Debentures are listed on the National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange (BSE) ("**Listed Debt Securities**").

Pursuant to Regulation 52(4) read with Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the Issuer is required to submit the documents required there along with its half yearly/annual financial results to the Stock Exchange, with a letter of the Debenture Trustee (IDBI Trusteeship Services Limited) that the Debenture Trustee has noted the contents furnished by the Issuer as per Regulation 52(4).

In pursuance thereof we hereby confirm that we have received the aforesaid information through your letter dated November 12, 2019 and we have noted the contents provided therein, without verification.

Thanking you,

Yours faithfully,

For **IDBI Trusteeship Services Limited**
(Authorised Signatory)

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