



BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

Registered Office: 27B Camac Street, 1st Floor Kolkata - 700 016

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E-mail: corporate.relations@bata.com; Website: www.bata.in

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighty Second Annual General Meeting of the Members of Bata India Limited ('the Company') will be held at **'KALAMANDIR' 48, Shakespeare Sarani, Kolkata - 700 017 on Wednesday, August 5, 2015 at 10:00 a.m.**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as on March 31, 2015, the Statement of Profit and Loss for the fifteen month period ended on that date, Notes to Financial Statements, Auditors' Report and Directors' Report thereon.
2. To declare a dividend for the fifteen month period ended March 31, 2015.
3. To appoint a Director in place of Mr. George Nigel John Clemons (DIN: 02640369), who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Auditors and to fix their remuneration and to pass, the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules framed thereunder, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No.: 301003E), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

FURTHER RESOLVED THAT the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration payable to the Auditors."

SPECIAL BUSINESS:

5. Appointment of Mr. Ravindra Dhariwal as an Independent Director

To appoint Mr. Ravindra Dhariwal as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Ravindra Dhariwal (DIN:00003922) who was appointed as an Additional Director on the Board of Directors of the Company on May 27, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder, be and is appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from May 27, 2015.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

6. Appointment of Mr. Shaibal Sinha as a Director, liable to retire by rotation

To appoint Mr. Shaibal Sinha as a Director of the Company, liable to retire by rotation and in this regard to consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Shaibal Sinha (DIN: 00082504) who was appointed as an



Additional Director on the Board of Directors of the Company on May 27, 2015 to hold office up to the date of the 82nd Annual General Meeting of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder, be and is hereby appointed as a Director of the Company, with effect from August 5, 2015, whose period of office would be liable to be determined by retirement of Directors by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

7. Approval for payment of Commission on Net Profits to the Non-Executive Directors

To approve payment of commission to the Non Executive Directors of the Company and in this regard to consider and if thought fit to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the Resolution passed by the Members at the 77th Annual General Meeting held on May 27, 2010 and pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, Rules framed thereunder, the provisions of revised Clause 49 of the Listing Agreement with the Stock Exchanges and relevant provisions of the Articles of Association of the Company, the Directors of the Company (other than Directors in whole time employment of the Company or the Managing Director) be paid for a period of five years commencing from April 1, 2015, such sum by way of Commission, as the Board may determine from time to time including the amount to be divided among them in such proportion, not exceeding 1% (one percent) of the net profits of the Company computed in such manner as referred to in the Companies Act, 2013 and Rules framed thereunder, in each financial year.”

8. Approval to sub-division of share capital of the Company

To approve sub-division of share capital of the Company and in this regard to consider, and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 13, Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the Statutory Authority(ies) concerned, consent of the Company be and is hereby accorded to sub-divide the existing Equity Share of the Company having a face value of Rs. 10/- each fully paid up, into two Equity Shares of Rs. 5/- each, fully paid up.

FURTHER RESOLVED THAT consequent upon sub-division of Equity Shares of the Company, as aforesaid, the existing Issued Share Capital of Rs.642,850,000 divided into 64,285,000 Equity Shares of Rs.10/- each fully paid-up, as existing on the Record Date, to be determined by the Board of Directors of the Company (“the Board”, which term shall also be deemed to include any Committee thereof), shall stand sub-divided into 128,570,000 Equity Shares of Rs.5/- each, fully paid-up.

FURTHER RESOLVED THAT the existing Subscribed and Paid-up Equity Share Capital of Rs.642,637,700/- divided into 64,263,770 Equity Shares of Rs.10/- each, fully paid-up as existing on the Record Date shall stand sub-divided into 128,527,540 Equity Shares of Rs.5/- each, fully paid-up, with effect from the Record Date.

FURTHER RESOLVED THAT subsequent to the sub-division of Equity Shares as aforesaid, the share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form would be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring surrender of the existing share certificate(s), issue and despatch the new share certificate(s) of the Company, with new set of distinctive numbers, in lieu of such existing share certificate(s), subject to the provisions of the Companies (Share Capital and Debenture) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

FURTHER RESOLVED THAT the Board of Directors of the Company (which term shall also be deemed to include any Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to



execute all deeds, applications, documents, undertakings and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

9. Approval to alteration of Capital Clause in the Memorandum of Association

To approve alteration of Capital Clause in the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and subject to such other approval(s) from the Statutory Authority (ies) concerned, the Memorandum of Association of the Company be altered as under:

The existing Clause No. 5 of the Memorandum of Association be replaced with the following Clause No. 5:

5. ‘The authorized capital of the Company shall be divided into 140000000 (Fourteen crore) shares of Rs.5/-each, with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reclassify or alter the capital of the Company and to divide/consolidate the shares in the capital for the time being into several classes and face values and to attach thereto respectively such preferential, cumulative, convertible, guarantee, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such right, privilege or condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company and the legislative provisions for the time being in force.’

FURTHER RESOLVED THAT the Board of Directors of the Company (which term shall also be deemed to include any Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), or the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

10. Approval for adoption of new set of Articles of Association of the Company

To approve adoption of new set of the Articles of Association of the Company and in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, Rules framed thereunder and Schedule I to the Companies Act, 2013, a new set of Articles of Association, bearing Article 1 to Article 135, as contained in the draft Articles of Association, laid before the 82nd Annual General Meeting of the Company and initialed by the Chairman for the purpose of identification, be and are hereby approved and adopted as the Articles of Association of the Company, in substitution and to the entire exclusion of the Company's existing Articles of Association bearing Article 1 to Article 121 (which term shall also be deemed to include any Committee thereof).

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board

Maloy Kumar Gupta
Company Secretary
ACS-24123

Place: Gurgaon
Date: May 27, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**



In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total paid-up share capital of the Company carrying voting rights. 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 shareholder.

2. The Companies Act, 2013 under Section 2(41) mandates all the Companies to have a uniform financial year commencing from April 1 and ending on March 31. At the Board Meeting held on November 5, 2014 it was decided to change the financial year of the Company from January-December to April-March. Accordingly, the Financial Year 2014-15 was extended up to March 31, 2015 covering a period of fifteen months commencing from January 1, 2014. Henceforth the Company shall follow its Financial Year starting from April 1 every year and ending on March 31 in the subsequent year.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the special business under Item Nos. 5 to 10 of the accompanying Notice are annexed hereto.
4. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote, on their behalf, at the Meeting.
5. Pursuant to Section 12 of the Companies Act, 2013 and Rules framed thereunder the Company has shifted its Registered Office from 6A, S.N. Banerjee Road, Kolkata - 700 013 to 27B Camac Street, 1st Floor, Kolkata-700016 with effect from January 1, 2015.
6. Pursuant to Section 91 of the Companies Act, 2013 and Rules framed thereunder and Clause 16 of the Listing Agreement with the Stock Exchanges, the Share Transfer Books and Register of Members of the Company will remain closed from Wednesday, July 22, 2015 to Wednesday, August 05, 2015 (both days inclusive).
7. Members are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the meeting hall.
8. Members who hold shares in de-materialized form, are requested to bring their DP I.D. and Client I.D. No(s). for easier identification to record attendance at the meeting.
9. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules framed thereunder, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Nomination Form SH-13 and SH-14 are available on the website of the Company at www.bata.in in "Download Forms" under "Investor Relation".
10. A Member desirous of receiving any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
11. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e. Electric/Telephone Bill, Driving License or a copy of passport and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.
12. In all correspondence with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP I.D. and Client I.D. No(s).
13. Investors/Shareholders are requested to kindly note that if physical documents viz., Demat Request Forms (DRF) and Share Certificates, etc. are not received from their Depository Participant(s) by the Registrar and Transfer Agents (RTA) within a period of 15 days from the date of generation of the Demat Request Number (DRN) for dematerialization, the DRN will be treated as rejected/cancelled. This step is being taken on the advice of Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) so that no demat request remains



pending beyond a period of 21 days. Upon rejection/cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the Depository Participant(s) to the RTA. This note is only to caution investors/shareholders that they should ensure that their Depository Participant(s) do not delay in sending the DRF and share certificates to the RTA after generating the DRN.

- 14.** Information under Section 205A read with the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 as amended is given below:
- i. Pursuant to Section 205 of the Companies Act, 1956, all unclaimed/unpaid dividends up to the financial year ended December 31, 1993 have been transferred to the General Revenue Account of the Central Government. Members, who have not yet encashed their dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, West Bengal, 234/4, A.J.C. Bose Road, Kolkata - 700 020, by submitting an application in the prescribed Form.
 - ii. Consequent upon amendment of Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999 the amount of dividend for the subsequent years remaining un-paid or unclaimed for a period of seven years from the date they first become due for payment, shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. It may be noted that once the unclaimed/unpaid amount of dividend is transferred to the Fund, the same cannot be claimed by the Members there from.
 - iii. No dividend has been declared for the financial year ended from December 31, 2002 to December 31, 2006.
 - iv. The Company has requested the Members vide letter dated April 23, 2015 who have not encashed their dividend warrant for the financial year ended December 31, 2007 onwards, to claim the amount of dividend from the Company immediately. Such unclaimed/unpaid dividend will be transferred to IEPF in the month of July, 2015.
 - v. As there was no such amount which was due for transfer to IEPF during the fifteen month period ended on March 31, 2015, the Company was not required to transfer any amount to the IEPF during this period.
- 15.** Dividend on Equity Shares as recommended by the Board of Directors of the Company for the fifteen month period ended March 31, 2015, if declared at the Annual General Meeting, will be paid to:
1. those members whose names shall appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company/RTA on or before July 21, 2015.
 2. those "Beneficial Owners" in respect of shares held in electronic form, whose names shall appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on July 21, 2015.
- 16.** The Securities and Exchange Board of India (SEBI) vide Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 made it mandatory for all the companies to use bank details furnished by the investors for distributing dividends or other cash benefits to them through National Electronic Clearing Services (NECS), wherever NECS and bank details are available. In the absence of NECS facility, the companies are required to print the bank details, if available, on the payment instrument for distribution of dividends to the investors. Therefore, Members holding shares in physical mode are requested to provide their bank details to the Company/RTA. Members holding shares in demat mode are requested to record the NECS mandate with their Depository Participant(s) concerned.
- 17.** SEBI vide Circular No. MRD/DoP/Cir-05/2007 dated April 27, 2007 made furnishing of Income Tax Permanent Account Number (PAN) mandatory for all securities market transactions. Thereafter, vide Circular No. MRD/DoP/Cir-05/2009 dated May 20, 2009 it was clarified that for securities market transactions and off market/ private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / RTAs for registration of such transfer of shares.
- SEBI has further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:
- a. deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).



- b. transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c. transposition of shares when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
18. The Ministry of Corporate Affairs, Government of India has introduced a 'Green initiative in Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.

In case you have not registered your correct e-mail ID, please communicate the same to our Registrars and Share Transfer Agent - M/s. R & D Infotech Pvt. Ltd. at 7A, Beltala Road, 1st Floor, Kolkata - 700026 (e-mail ID: rd.infotech@vsnl.net or bata@rdinfotech.in) in respect of the shares held by you in physical mode or communicate to your Depository Participant(s) concerned in respect of shares held by you in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, Postal Ballots, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us participate in the Green Initiatives of the MCA and protect our environment. In view of the above, the Company has already despatched three written communications to Members on July 15, 2011, November 18, 2011 and March 14, 2013 requesting them to register their designated email ID with the Company/ RTA. However, Members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.

19. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide the Members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through poll paper shall be made available at the Annual General Meeting (AGM) and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions / procedure for e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz.; "BataIndiaLimited_e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholder - Login.
 - (iv) Put user ID and password as 'Initial Password' / PIN noted in step (i) above. Click 'Login'.
 - (v) Password change menu will appear. Change the Password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note your new password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Bata India Limited.



- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on a Resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pawan@sarawagi.in with a copy marked to evoting@nsdl.co.in.
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Admission Slip for the AGM:
- | EVEN (E Voting Event Number) | USER ID | PASSWORD / PIN |
|-------------------------------------|--|-----------------------|
| (ii) | Please follow all steps from Sl. No. (ii) to (xi) above, to cast your vote electronically. | |
- V.** 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 Downloads section of www.evoting.nsdl.com.
- VI.** If you are already registered with NSDL for e-voting then you can use your existing user ID and Password / PIN for casting your vote.
- VII.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII.** The remote e-voting period commences on August 2, 2015 (09:00 A.M.) and ends on August 4, 2015 (05:00 P.M.). The Members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date of July 29, 2015, 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 member, the member shall not be allowed to change subsequently.
- IX.** The voting rights of the Member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., July 29, 2015.
- X.** Any person, who acquires shares of the Company and become a Member of the Company after despatch of the Notice of the AGM and holding shares as of the cut-off-date i.e. July 29, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in; or share.dept@bata.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset the password using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XI.** A person, 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll paper.
- XII.** Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, Kolkata (Membership No: 3381), has been appointed as the Scrutinizer to scrutinize the voting by ballot and remote e-voting process in a fair and transparent manner.
- XIII.** The Chairman at the AGM, shall allow voting, with the assistance of Scrutinizer, by use of ballot/ polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



- XIV.** The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- XV.** The results declared along with the report of the scrutinizer shall be placed on the Company's website *www.bata.in* and on the website of NSDL immediately after the results are declared. The same shall be communicated by the Company to BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited. The results shall also be made available on the Notice Board of the Company at its Registered Office.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company at 27B, Camac Street, 1st Floor, Kolkata - 700 016 on any working day between 11:00 A.M and 1:00 P.M, up to and including the date of the 82nd Annual General Meeting of the Company.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Ravindra Dhariwal (Mr. Dhariwal), aged about 62 years, was appointed by the Board as an Additional Director with effect from May 27, 2015. At the said Board Meeting, Mr. Dhariwal was also appointed as an Independent Director of the Company for a period of five years, w.e.f. May 27, 2015, subject to approval of the Members at the Annual General Meeting. As an Additional Director, Mr. Dhariwal holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

The Board of Directors approved the aforesaid appointment of Mr. Dhariwal, based on the recommendation of the Nomination and Remuneration Committee, pursuant to Section 178 of the Companies Act, 2013 and Rules framed thereunder.

In terms of Section 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved at a General Meeting of the Shareholders.

The Company has obtained from Mr. Dhariwal his consent in writing to act as a Director in Form DIR-2, intimation in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director in any Company and a declaration in writing to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Dhariwal fulfils the conditions specified in the Companies Act, 2013 and Rules framed thereunder to be appointed as an Independent Director of the Company and he is independent of the Company's Management. Mr. Dhariwal does not hold any share in the Company.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member along with a deposit of Rs.1,00,000/- proposing the candidature of Mr. Dhariwal, as a Director.

The Company shall formalize the appointment of Mr. Dhariwal as an Independent Director, if appointed at this meeting, by issuing a letter setting out the terms and conditions as stipulated in Schedule IV to the Companies Act, 2013. Copy of the letter of appointment shall be available for inspection without any fee by the Members at the Registered Office of the Company at 27B, Camac Street, 1st Floor, Kolkata - 700 016, on any working day between 11.00 A.M. and 1.00 P.M. and shall also be uploaded on the website of the Company at www.bata.in.

In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, relevant details/ information in relation to the appointment of Mr. Dhariwal are given below:

Mr. Dhariwal is the Senior Advisor of TPG India and brings with him the experience of 38 years of building consumer business all over the World. Just prior to joining TPG India, Mr. Dhariwal was the Chief Executive Officer of Bennett & Coleman & Co.Ltd., India's largest media company, with diversified media platforms including Radio Mirchi, Times Television Network, The Times of India, the World's largest selling English newspaper, Times Internet, Times OOH and Mr. Dhariwal was also the world wide President of International News Media Association from 2011-2013. Prior to joining Bennett & Coleman & Co.Ltd, Mr. Dhariwal worked with Pepsico for 12 years. He also led the Beverage Business in India, Africa and South East Asia. Mr. Dhariwal started his career with Uniliver in India in 1977 and worked for them in India and Australia for over 12 years mostly in Sales and Marketing management. Mr. Dhariwal is an Engineer from IIT Kanpur and an MBA from IIM-Calcutta.

Name of the Companies in which Mr. Dhariwal also holds Directorship and Membership of Committees of the Board, are as under:-

Name of the Company	Designation	Name of the Committees of the Board	Chairman / Member
Varun Beverages Limited	Additional Director	1. Audit Committee 2. Nomination & Remuneration Committee 3. CSR Committee	Member Member Member



Name of the Company	Designation	Name of the Committees of the Board	Chairman / Member
Devyani Food Industries Limited	Additional Director	1. Audit Committee 2. Nomination & Remuneration Committee 3. CSR Committee	Member Member Member
RJ Corp Limited	Additional Director	1. Audit Committee 2. Nomination & Remuneration Committee 3. CSR Committee	Member Member Member
Devyani International Limited	Additional Director	1. Audit Committee 2. Nomination & Remuneration Committee	Member Member
Parkview City Limited	Additional Director	1. Audit Committee 2. Nomination & Remuneration Committee	Member Member
Mahindra Gujarat Tractor Limited	Additional Director	1. Audit Committee 2. Nomination & Remuneration Committee 3. CSR Committee	Member Member Member
Aquagri Processing Private Limited	Additional Director	NIL	NIL
Capitol Art House Private Limited	Director	NIL	NIL
Inspired Emporio Salon Private Limited	Director	NIL	NIL
Devyani Food Street Private Limited	Additional Director	NIL	NIL

The Board considers that association of Mr. Dhariwal will be of immense benefit to the Company and it would be prudent to appoint Mr. Dhariwal as an Independent Director.

Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Dhariwal as an Independent Director, for approval by the Members.

Except Mr. Dhariwal, no other Director, Key Managerial Personnel of the Company or their relatives is interested or concerned in the Resolution relating to the appointment of Mr. Dhariwal as an Independent Director of the Company.

Item No. 6

Mr. Shaibal Sinha (Mr. Sinha), aged about 52 years was appointed as an Additional Director of the Company at the Board Meeting held on May 27, 2015 and in terms of Section 161 of the Companies Act, 2013 he holds office up to the date of the 82nd Annual General Meeting.

The Company has obtained from Mr. Sinha his consent in Form DIR-2 to act as a Director and intimation in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director in any Company.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member along with a deposit of Rs.1,00,000/- proposing the candidature of Mr. Sinha, as a Director of the Company.

Mr. Sinha is a Bachelor in Commerce (B. Com) and a Chartered Accountant (ACA) with more than 28 years of post-qualification experience in different positions in Finance across the globe based out of India, Singapore, United Kingdom and



Middle East. Just before joining Bata, he was working with Reckitt Benckiser (a multinational consumer goods company dealing in Household, Personal Care, Health and Hygiene products). He worked with them at various levels in finance in India and United Kingdom for eight years.

He joined Bata India Limited in November 2004 as Executive Director - Finance based in Gurgaon, and worked till September 2010. He moved to Singapore in 2011 to a Bata group company as the Chief Financial Officer of Bata Emerging Market (South-Asia, Asia Pacific, Africa and Latin America). He then took over as Senior Vice President - Finance and Development of Bata Emerging Markets in March 2014 based out of Singapore.

Currently, he is the Group Operations Finance Director for Bata International based out of Singapore. He is also a member of the Board of Directors of Global Footwear Services, Singapore, China Footwear Services, Bata Indonesia, Bata Malaysia, Bata Thailand, Bata Srilanka and Bata Bangladesh.

Name of the Companies in which Mr. Sinha also holds Directorship are as under:

Name of the Company	Designation
Global Footwear Services Pte. Ltd.	Director
Bata Shoe Company of Ceylon Limited	Director
Bata Exports (Pvt.) Ltd.	Director
Bata Shoe Company (Bangladesh) Limited	Director
China Footwear Services Ltd.	Supervisory Director
Bata (Thailand) Limited	Director
BT Holding Company Limited	Director
Bata (Malaysia) Sdn Bhd	Company Director
Global Footwear Services (Malaysia) Sdn Bhd	Company Director
Global Footwear Services (Malaysia) Sdn Bhd	Member of Board of Commissioner
PT. Sepatu Bata Tbk.	Director

Mr. Sinha does not hold any membership in any committee of the Board of Directors of the aforesaid Companies. Mr. Sinha does not hold any share in the Company.

The Board considers that association of Mr. Sinha will be of immense benefit to the Company and it would be prudent to appoint Mr. Sinha as a Non Executive Director of the Company.

Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Sinha as a Non Executive Director, for approval by the Members.

Except Mr. Sinha, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in Resolution relating to the appointment of Mr. Sinha as Non Executive Director, liable to retire by rotation.

Item No. 7

At the 77th Annual General Meeting of the Company held on May 27, 2010 the Members have passed a Special Resolution under Section 309(5) of the Companies Act, 1956 approving the payment of commission to the Directors of the Company (other than a Managing Director and a Whole time Director) for a period of five years with effect from the financial year commencing from January 1, 2010, of such amount as the Board may decide, not exceeding 1% of the net profits of the Company in any financial year, to be divided amongst the Directors aforesaid in such manner as the Board of Directors of the Company may from time to time determine and in default of such determination, equally.

Clause 49(II)(C) of the revised Listing Agreement with the Stock Exchange provides that all fees/compensation paid to Non-Executive Directors (other than payment of sitting fees) of the Company, including Independent Directors, shall be fixed by the Board of Directors of the Company and shall require prior approval of the Members in General Meeting, if made within the limits prescribed under Section 197 of the Companies Act, 2013.

Accordingly, the Board of Directors recommends that this Resolution be approved by the Members as a Special Resolution.



The Non-Executive Directors of the Company are deemed to be concerned or interested in the aforesaid Resolution as set out in item no. 7 of the Notice, to the extent of their own entitlement of such commission from the Company.

Except, as mentioned above, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution.

Item No. 8 & 9

The Company has registered substantial growth in the last couple of years, which has generated considerable interest in the Company's Shares in the Stock Market, resulting in constant increase in the market price of the shares of the Company, touching the all time high of Rs.1496/- in January-2015. In order to improve liquidity of the Company's shares in the stock market, to facilitate easy accessibility and to make it affordable to the small investors, the Board of Directors of the Company at their meeting held on May 27, 2015, considered it expedient to recommend the sub-division of 7,00,00,000 (Seven Crores) Equity Shares of Rs.10/- each into 14,00,00,000 (Fourteen Crores) Equity Shares of Rs.5/- each, subject to approval of the shareholders and such other authorities, as may be necessary.

The Memorandum of Association requires amendment of its existing Capital Clause to accommodate the aforesaid sub-division of equity shares in the Company, by way of Special Resolution.

The Board recommends the Resolutions as set out in Item Nos. 8 and 9 of the Notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is interested or concerned in the Resolutions except to the extent of their shareholding in the Company, if any.

Item No. 10

The existing Articles of Association ("AOA") which was last amended on May 30, 2012 are presently based on the Companies Act, 1956. Several Regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Companies Act, 2013 and Rules framed thereunder. In view of the implementation of the Companies Act, 2013 together with various Schedules thereto and the Rules framed thereunder and in replacement of the Companies Act, 1956, several regulations of the existing AOA of the Company require alteration, additions or deletions. Therefore, it is considered expedient to replace the existing AOA of the Company in its entirety with the new set of Articles, with a view to bring the Articles in consonance with the notified provisions of the Companies Act, 2013 and Rules made thereunder.

The proposed new draft of AOA is available on the website of the Company at www.bata.in and is also available for inspection by the Members at the Registered Office of the Company on any working day between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting and shall be available at the Annual General Meeting. The proposed set of AOA of the Company is aligned to the new Companies Act, 2013 and will therefore help in smooth transitioning and management of the Company as per the Companies Act, 2013 and other applicable laws.

The Board recommends the Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the aforesaid Resolution set out at item no. 10 of the Notice.

By Order of the Board

Place: Gurgaon
Date: May 27, 2015

Maloy Kumar Gupta
Company Secretary
ACS: 24123



Information relating to the re-appointment of Director at the 82nd Annual General Meeting

[Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges]

Mr. George Nigel John Clemons

Mr. George Nigel John Clemons (Mr. Clemons) is the Group Chief Executive Officer (CEO) of Bata Shoe Organization (BSO), the leading global retailer and manufacturer of footwear. The group operates over 5000 stores in over 90 countries worldwide. In his role, Mr. Clemons provides the strategic direction for the group's long-term growth, which includes developing the group's sourcing expertise and updating the retail network. Mr. Clemons joined BSO in 2006 and served for a number of years as Group Chief Financial Officer and President of Bata Brands.

In a career spanning over 25 years Mr. Clemons has held senior positions in operations, business development and finance. He has served as Group Chief Operating Officer in a private equity backed international group, served as European Practice Leader as a Partner at Deloitte and has led the restructuring of various activities at SwissLife.

Mr. Clemons is also President of the Bata Childrens' Foundation which sets up and leads projects to educate and support disadvantaged children in communities throughout Latin America, Africa and Asia including India.

Mr. Clemons has lived and worked in Europe, Asia, North America and Australia and currently teaches strategic finance and corporate governance at various European Business Schools including EPFL and HEC, Geneva. He holds an MA from Cambridge University and an MBA from INSEAD and is a Fellow of the Institute of Chartered Accountants in England & Wales.

Details of Directorship of Mr. Clemons in companies other than Bata India Limited are as under:

Serial No.	Name of Body Corporate	Designation
1	Bata Emerging Markets Ltd., Bermuda	Director
2	Bafin (Nederland) B.V.	Director
3	International Footwear Investment B.V.	Director
4	Bata (BN) B.V.	Director
5	Branded Footwear B.V.	Director
6	Bata Brands S.a.r.l.	Director
7	Euro Footwear Holdings S.a.r.l.	Director
8	European Footwear Distributors S.a.r.l.	Director
9	International Footwear Distributors S.a.r.l.	Director
10	Eastern S.a.r.l.	Director

Mr. Clemons is also a Member of the Audit Committee and the Nomination and Remuneration Committee of Bata India Limited.

Mr. Clemons does not hold any share in the Company.