

Date: August 16, 2017

The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700001

Dear Sirs,

**Sub: Minutes of the 84<sup>th</sup> Annual General Meeting**

We invite your kind attention to our letter dated July 19, 2017 under cover of which we had submitted brief proceedings of the 84<sup>th</sup> Annual General Meeting (AGM) of Bata India Limited ('the Company') held at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700017 on Tuesday, July 18, 2017 at 10:00 a.m.

We are pleased to enclose a copy of duly signed Minutes of the 84<sup>th</sup> AGM for your records. The aforesaid Minutes shall also be uploaded on the website of the Company, viz., [www.bata.in](http://www.bata.in).

We request you to take the same on your record.

Thanking you.

Yours faithfully,  
For BATA INDIA LIMITED



**MALOY KUMAR GUPTA**  
Company Secretary

**Encl: As above**

Copy to:

The Manager  
Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> Floor, New Trading Wing, Rotunda Building  
P J Towers, Dalal Street, Fort,  
Mumbai - 400001

The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400051

**BATA INDIA LIMITED**

CIN : L19201WB1931PLC007261

Registered Office : 27B, Camac Street, 1st Floor, Kolkata-700016 || Tel : (033) 3980 2001 || Fax : (033) 2289 5748  
Share Dept. Tel : (033) 2289 5796 / 3980 2021 || E-mail : [share.dept@bata.co.in](mailto:share.dept@bata.co.in) || Website : [www.bata.in](http://www.bata.in)

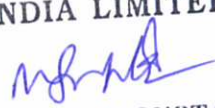
**BATA INDIA LIMITED**

**MINUTES OF THE PROCEEDINGS OF THE 84<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF BATA INDIA LIMITED HELD AT KALAMANDIR, 48, SHAKESPEARE SARANI, KOLKATA - 700 017 ON TUESDAY, JULY 18, 2017 WHICH WAS COMMENCED AT 10:00 A.M. AND CONCLUDED AT 01:50 P.M.**

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**PRESENT:**


<b>MR. UDAY KHANNA</b>	<b>CHAIRMAN OF THE BOARD OF DIRECTORS, CHAIRMAN OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE, AUTHORISED REPRESENTATIVE OF BATA (BN) B.V., AMSTERDAM, THE NETHERLANDS (THE HOLDING COMPANY) AND MEMBER</b>
<b>MR. RAJEEV GOPALAKRISHNAN</b>	<b>MANAGING DIRECTOR &amp; CHIEF EXECUTIVE OFFICER</b>
<b>MR. RAM KUMAR GUPTA</b>	<b>DIRECTOR FINANCE &amp; CHIEF FINANCIAL OFFICER AND MEMBER</b>
<b>MR. AKSHAY CHUDASAMA</b>	<b>INDEPENDENT DIRECTOR &amp; CHAIRMAN OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE</b>
<b>MS. ANJALI BANSAL</b>	<b>INDEPENDENT DIRECTOR &amp; CHAIRPERSON OF THE NOMINATION AND REMUNERATION COMMITTEE</b>
<b>MR. RAVINDRA DHARIWAL</b>	<b>INDEPENDENT DIRECTOR &amp; CHAIRMAN OF THE AUDIT COMMITTEE</b>
<b>MR. CHRISTOPHER KIRK</b>	<b>NON-EXECUTIVE DIRECTOR</b>
<b>MR. SHAIBAL SINHA</b>	<b>NON-EXECUTIVE DIRECTOR</b>
<b>MR. MALOY KUMAR GUPTA</b>	<b>COMPANY SECRETARY</b>

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MR. TAPAS KUMAR DUTTA	MEMBER
MR. SUBHODEEP MALLICK	MEMBER
MS. DEEPA MAITY	MEMBER
MR. S. GHATTANI	MEMBER
MR. TAMAL KUMAR MAZUMDER	MEMBER
MR. GAUTAM NANDY	MEMBER
MR. ASIT KUMAR PATHAK	MEMBER
MR. TARAK NATH CHAKRABORTY	MEMBER
MR. ANINDYA SUNDAR ROY	MEMBER
MR. MANOJ GUPTA	MEMBER
MR. BINOY KUMR GHOSH	MEMBER
MR. ARABINDA BASU	MEMBER
MR. NARESH KUMAR SHAH	MEMBER
MR. MAHESH BUBNA	MEMBER
MR. SUJIT PAL	MEMBER
MR. SHYAM LAL RATHI	MEMBER
MR. SUNIL MODAK	MEMBER
MR. JOYDEB BAKSHI	MEMBER
MR. S. S. BHATTACHARYA	MEMBER
MR. AMIT BANERJEE	MEMBER
MR. DEBKUMAR DAS	MEMBER
MR. BISWAJIT SINHA	MEMBER
MR. RAM GOPAL CHAKRABORTY	MEMBER
MR. KRISHANU DAS	MEMBER
MR. ALOK PAL	MEMBER
MR. ARUN KUMAR SENGUPTA	MEMBER

3487 other Members (including Authorized Representatives in terms of Section 113 of the Companies Act, 2013) were present in person at the 84<sup>th</sup> Annual General Meeting (AGM). 136 Members (holding in aggregate 4263 equity shares of Rs. 5/- each) also attended the AGM through their proxies. All attendances were recorded in the Attendance Register maintained for the purpose.

Mr. Uday Khanna, Chairman of the Board of Directors of the Company, took the Chair in terms of Article 66 of the Articles of Association of the Company and quorum of the meeting being present in terms of Section 103 of the Companies Act, 2013 the 84<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was declared open.

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At the outset, the Chairman welcomed the Members of the Company to the AGM and introduced his co-Directors on the dais, viz., Mr. Rajeev Gopalakrishnan, Managing Director & Chief Executive Officer, Mr. Ram Kumar Gupta, Director Finance & Chief Financial Officer, Mr. Akshay Chudasama, Independent Director & Chairman of the Corporate Social Responsibility Committee, Ms. Anjali Bansal, Independent Director & Chairperson of the Nomination and Remuneration Committee, Mr. Ravindra Dhariwal, Independent Director & Chairman of the Audit Committee, Mr. Christopher Kirk, Non-Executive Director and Mr. Shaibal Sinha, Non-Executive Director to the Members present at the AGM. The Chairman also introduced Mr. Maloy Kumar Gupta, Company Secretary to the Members present.

The Chairman informed the Members that Mr. Avilas Agarwal, Director, representative of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, the Auditors of the Company and Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, the Secretarial Auditors of the Company were present at the AGM.


The Chairman mentioned that the Annual Report 2016-17 including Notice dated May 15, 2017 convening the 84<sup>th</sup> AGM had been dispatched to the Members of the Company by e-mail or post or through courier. Dispatch of the same was completed on June 23, 2017. With the consent of the Members present, the Notice dated May 15, 2017 convening the 84<sup>th</sup> AGM, was taken as read.

The Audited Financial Statements of the Company for the financial year ended March 31, 2017 (both Standalone and Consolidated basis), as approved and signed on behalf of the Board of Directors, the Auditors' Reports thereon, the Board's Report including relevant Annexure thereto and the Secretarial Audit Report were laid at the AGM. Copies of all documents as mentioned in the Notice dated May 15, 2017 convening the 84<sup>th</sup> AGM and the Register of Directors and Key Managerial Personnel and their shareholdings in the Company, Register of Contracts with Related Party and Contracts and Bodies, etc. in which Directors are interested and the Register of Proxy were tabled at the AGM and remained open for inspection by the Members present during the continuance of the AGM.

Before taking up the formal items of business for transaction at the AGM, the Chairman read out his Statement dated July 18, 2017. Highlights of the Chairman's Statement were as under:

- (i) While welcoming the Members to the 84<sup>th</sup> AGM, the Chairman thanked them for being personally present in such large numbers, in spite of the facility of remote e-voting being made available and acknowledged the trust and confidence reposed by them on the Board of Directors.
- (ii) Volatility and uncertainty in the economic and political environment both within India and globally during the financial year 2016-17, the global trend of reversal from globalization to insular economic strategies, Indian Economic Environment in the light of demonetization and the present teething troubles arising from the introduction of the transformational Goods and Services Tax (GST).
- (iii) In the backdrop of those scenarios the Company achieved a marginally higher turnover and registered a 15% growth in its operating profits as compared to last year as the Company's business was well managed and the Company had set into motion plans to offer stylish, comfortable and fashionable footwear at 'Wow' prices and the focus was on 'Young India'.
- (iv) Affairs of the Company during the financial year ended March 31, 2017 including the financial performance of the Company and recommendation of a dividend @ Rs.3.50 per share, i.e., @70%;
- (v) Performance of various Business categories of the Company, i.e., Retail, Digital Multi-Channel Business, Manufacturing & Sourcing;
- (vi) Corporate Social Responsibility;
- (vii) Human Resources and Industrial Relations;

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COMPANY SECRETARY

- (viii) Board of Directors and Management including support from Bata Shoe Organization;
- (ix) Outlook.

In his speech the Chairman also congratulated the Management, Employees & Staff of the Company for achieving a gross turnover of Rs. 24,972.41 Million for the financial year ended March 31, 2017 as compared to the gross turnover of Rs. 24,485.97 Million for the financial year ended March 31, 2016 and registering a growth of 15% in its operating profit as compared to last year and thanked the Members of the Company for their unstinted support and encouragement.

Thereafter, recently introduced new Television Campaign of the Company "*Me, And comfortable with it*" focusing on Women's footwear was shown to the Members present at the AGM, to apprise them, *inter alia*, with the new range of women footwear products launched by the Company.

The Chairman informed the Members that the Auditors' Report (both Standalone and Consolidated basis) and the Secretarial Audit Report included in the Annual Report 2016-17, as circulated to the Members, did not contain any qualification, observation or comment which would have any adverse effect on the functioning of the Company. Therefore, the Auditors' Report was not required to be read at the AGM.

The Chairman mentioned to the Members present that in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facilities to all the Members through the services of National Securities Depository Limited (NSDL) in respect of each of the items included in the Notice convening the 84<sup>th</sup> AGM. Such remote e-voting was opened on July 15, 2017 at 9:00 a.m. and concluded on July 17, 2017 at 5:00 p.m. Mr. Pawan Kumar Sarawagi, a Practicing Company Secretary was appointed as the Scrutinizer for the purpose of the remote e-voting and also for the votes cast through electronic means by the Members at the AGM venue. The Chairman informed the Members that those who could not cast their votes through remote e-voting can vote at the AGM venue through electronic means, which would be conducted after transaction of all the business as mentioned in the Notice convening the 84<sup>th</sup> AGM. The Chairman also mentioned that those Members who had already cast their votes through remote e-voting would not be eligible to cast votes through electronic means at the AGM venue and even if they cast their votes, the same would not be considered while declaring the results. The Scrutinizer had been authorized to submit consolidated results of the remote e-voting and voting by electronic means at the AGM venue, to enable the Chairman to declare the results on or before July 19, 2017 at 11:00 a.m.

The Chairman, thereafter, proceeded to transact the business of the AGM in terms of the Notice convening the 84<sup>th</sup> AGM, *ad seriatim*:

#### **1. ADOPTION OF AUDITED FINANCIAL STATEMENTS AND REPORTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

The Chairman informed the Members that for the purpose of adoption of the audited Financial Statements of the Company for the financial year ended March 31, 2017 pursuant to the Companies Act, 2013, the following Resolution was recommended as an Ordinary Resolution:

**"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2017 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon as circulated and laid in this Annual General Meeting be and are hereby received, considered and adopted."**

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The aforesaid Resolution was proposed by Mr. Manoj Kumar Gupta, and seconded by Mr. Tapas Kumar Dutta, Members of the Company.

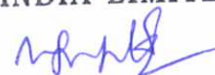
The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting.

Before putting the Resolution to vote through electronic means at the AGM Hall, the Chairman invited the Members present to share their views / comments / suggestions, if any, on the Financial Statements and Reports of the Company for the financial year ended March 31, 2017.

Some of the Members present at the AGM came to the podium one by one and commented / raised questions, *inter alia*, on the following matters:

Congratulations to the Board and Management for efficient performance, Annual Report was received on time, very informative and well presented Annual Report, Global meltdown as well as demonetization led to subdued performance, dividend of 70% good but not enough, request for Factory visit, purpose of the wholly owned subsidiary-Coastal Commercial & Exim Ltd., why the Company did not have a Cost Auditor and no cost records were maintained by the Company, spending on R & D should be increased to improve quality as the pasting and sole of footwear need improvement, proud that the Company have actively taken part in the 'Swachh Bharat' and 'Swachh Vidyalaya' campaigns of the Government of India, how many of the newly opened Retail Stores are viable, with regard to foreign exchange earning and outgo - outgo is higher than earning, operating profit grown by 15% over previous year, impact of demonetization and GST on performance of the Company, request for women exclusive stores, quality of footwear deteriorating year on year, longer guarantee period should be offered, happy that the Company has spent more than the prescribed amount for CSR activities, hopefully to continue the good performance, the Hush Puppies Brand scores high on comfort factor, some photographs of the shareholders attending the Annual General Meeting should be printed in the Annual Report, since Reserves are high - Company should issue Bonus shares or Rights Share, the 20% Discount Coupons should be usable at the Seconds' Stores also, how is the Company coping with domestic competition, what is the percentage of own production and outsourced products, market share of organized footwear industry controlled by the Company, percentage of sales through Company's website vis-a-vis through e-commerce websites like Amazon, Flipkart and the Retail stores, monetary impact of conservation of energy at manufacturing units, steps taken to reduce receivables, the amount utilized during the year for warranty is very high, revamping the Bata Club, what is the projected figures for Sales and Advances, how much was spent on Femina Miss India Contest, status of ERP implementation in the Company, what type of service is being provided by Bata Shoe Organisation (BSO) / Global Footwear Services Pte. Ltd. Singapore (GFS), congratulations to the Management for winning the Dun & Bradstreet Corporate Award 2017, expects both male and female representatives at stores, trade payable higher than previous year, reasons for discontinuation of Faridabad Unit and how will the Company use the land, CSR amount should also be spent in Kolkata, Company should follow 'Make in India' policy, how does the Company plan to combat scarcity of leather and other raw materials, the Tennis shoes / School PT shoes are not readily available in stores, Company should contribute to Tata Medical Centre for treatment of children as part of CSR activity, notice / reminder for unclaimed dividend should be given to the shareholders well in advance, the ratio of PE value / BETA Value / Book Value not mentioned in Annual Report, the AGM should start in the afternoon and not at 10:00 a.m., import of shoes from China should be reduced, the Board should request Mr. Bata to attend the AGM once, how many pairs of footwear were sold in the financial year ended March 31, 2017, Company should focus on footwear for ordinary women, in order to increase footfall the Company should start buyback of old shoes, 20% Discount Coupons should continue, Company should encourage footwear below Rs. 500/-, hygiene instructions should be mentioned in the shoe packets, request received to further split the face value of shares to Re.1/- per share, legal expenses increased, to declare Bonus shares in the ratio 1:2, low cost school shoes for poor children, the Company should arrange smooth entry for women and senior citizen at the AGM venue, Company's share in supplying to the Defence forces, conducting an energy audit at Manufacturing Units, the Company should come out with special shoes for elderly people / orthopaedic shoes as there is a huge customer base.

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Mr. Uday Khanna, Chairman and Mr. Rajeev Gopalakrishnan, Managing Director replied to the queries raised by the Members to their satisfaction and thanked the Members for their comments, suggestions and showing keen interest in the affairs of the Company. The Chairman also acknowledged the support and confidence reposed by the Members on the Board of Directors and Management to take the Company forward and achieving better results.

Some of the Shareholders also mentioned that they were grateful to the Chairman for his readiness to accept all criticism and take their suggestions seriously.

The Chairman mentioned that the Resolution had already been put to vote through remote e-voting. The voting at the 84<sup>th</sup> AGM venue through electronic means would commence once the remaining items of business as mentioned in the Notice convening the 84<sup>th</sup> AGM would be transacted.

Thereafter, the Chairman proceeded to transact the remaining businesses of the meeting as included in the Notice convening the 84<sup>th</sup> AGM.

**2. DECLARATION OF DIVIDEND @ Rs. 3.50 PER EQUITY SHARE OF Rs. 5/- EACH, FULLY PAID-UP (i.e., 70%) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

The Chairman informed the Members that for the purpose of seeking approval of the Members to declare a dividend recommended by the Board of Directors for the financial year 2016-17, the following Resolution was recommended as an Ordinary Resolution:

**“RESOLVED THAT a dividend @ Rs. 3.50 per share on an equity share of par value of Rs. 5/- each (i.e., 70%) be declared for the financial year ended March 31, 2017 and be paid out of profits of the said financial year to those Members whose names appeared in the Register of Members of the Company as on July 18, 2017 after giving effect to the valid requests for transfers / transmissions of shares received till the close of business on July 7, 2017 in case of shares held in physical form and to those ‘beneficial owners’ whose names appeared on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on July 7, 2017 in case of shares held in electronic form, subject to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, as applicable and that the said dividend be paid by the Company to its Members within 30 days from the date of declaration thereof.”**

The aforesaid Resolution was proposed by Mr. K. L. Mallick and seconded by Mr. Tarak Nath Chakraborty, Members of the Company.

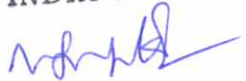
The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The voting at the AGM venue through electronic means would commence once the remaining items of business as mentioned in the Notice convening the 84<sup>th</sup> AGM would be transacted.

**3. RE-APPOINTMENT OF MR. SHAI BAL SINHA AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION**

The Chairman informed the Members that in order to seek approval of the Members to the re-election of Mr. Shaibal Sinha as a Director who retired by rotation and being eligible offered himself for re-appointment, the following Resolution was recommended as an Ordinary Resolution:

**“RESOLVED THAT Mr. Shaibal Sinha [DIN:00082504] be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”**

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(MALOY KUMAR GUPTA)  
COMPANY SECRETARY

The aforesaid Resolution was proposed by Mr. S. Ghattani and seconded by Mr. B. N. Kundu, Members of the Company.

The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The voting at the AGM venue through electronic means would commence once the remaining item of business as mentioned in the Notice convening the 84<sup>th</sup> AGM would be transacted.

#### **4. APPOINTMENT OF THE AUDITORS AND AUTHORITY TO FIX THEIR REMUNERATION**

The Chairman informed the Members that in order to appoint the new Auditors in place of the existing Auditors (who would not be eligible for re-appointment due to expiry of the maximum permissible tenure as the Auditors of the Company), the following Resolution was recommended as an Ordinary Resolution:

**“RESOLVED THAT pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company and in terms of the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248-W / W-100022), be and are hereby appointed the Auditors of the Company, in place of the retiring Auditors, M/s. S. R. Batliboi & Co., LLP, Chartered Accountants (ICAI Firm Registration No. 301003-E / E-300005), to hold office from the conclusion of this Annual General Meeting until the conclusion of the Eighty Ninth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members of the Company, if required, at every Annual General Meeting.”**

**“FURTHER RESOLVED THAT the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration and reimbursement of out of pocket expenses, as may be payable to the Auditors.”**


The aforesaid Resolution was proposed by Mr. M. K. Bubna, and seconded by Mr. A. K. Pal, Members of the Company.

The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The voting at the AGM venue through electronic means would commence immediately.

The Chairman also placed on record deep appreciation for the valuable contributions made by M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, the retiring Auditors of the Company, during their long association with the Company and wished them success in the future.

Thereafter, the Chairman advised Mr. Pawan Kumar Sarawagi, the Scrutinizer present at the AGM and Mr. Maloy Kumar Gupta, Company Secretary to facilitate voting through electronic means by the eligible Members present at the AGM venue and authorized Mr. Pawan Kumar Sarawagi to submit the Scrutinizer's Report based on combined voting Results. The Chairman informed the Members present that the consolidated Results of the remote e-voting and votes cast through electronic means at the AGM venue would be announced on or before Thursday, July 19, 2017 at 11:00 a.m. and the same would be available on the Notice Board of the Company at its Registered Office in Kolkata and Corporate Office in Gurgaon and would also be uploaded on the website of the Company at [www.bata.in](http://www.bata.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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COMPANY SECRETARY



**5. VOTE OF THANKS**

The 84<sup>th</sup> AGM was concluded with a vote of thanks to the Chair proposed by Mr. J. N. Kundu, a Member.

**6. DECLARATION OF RESULTS**

Based on the Scrutinizer's Report dated July 18, 2017 submitted by Mr. Pawan Kumar Sarawagi, Practicing Company Secretary, the Chairman declared the consolidated results of remote e-voting and votes cast through electronic means at the AGM venue. Accordingly, all the Resolutions as mentioned in the Notice convening the 84<sup>th</sup> AGM were transacted and declared carried with requisite majority.

The aforesaid results as declared by the Chairman are enclosed and marked as Annexure - I, which would form an integral part of the Minutes of the 84<sup>th</sup> AGM.

sd/-

**UDAY KHANNA  
CHAIRMAN**

Place: Mumbai  
Date: August 14, 2017

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(MALOY KUMAR GUPTA)  
COMPANY SECRETARY

**BATA INDIA LIMITED****84<sup>th</sup> Annual General Meeting (AGM) held at 'Kalamandir', Kolkata on Tuesday, July 18, 2017  
Declaration of Results of Remote E-voting and voting through electronic means at the AGM Venue**

The 84<sup>th</sup> Annual General Meeting (AGM) of the Members of Bata India Limited ('the Company') was held at 'KALAMANDIR', 48, Shakespeare Sarani, Kolkata - 700017 on Tuesday, July 18, 2017 at 10:00 a.m.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to its Members the remote e-voting facility and voting at the AGM venue through electronic voting system of National Securities Depository Limited (NSDL) to cast their votes on the Resolutions proposed in the Notice convening the 84<sup>th</sup> AGM.

The remote e-voting commenced on Saturday, July 15, 2017 at 09:00 a.m. and ended on Monday, July 17, 2017 at 05:00 p.m. The voting rights of the Members were reckoned based on the number of shares held by them on the 'cut-off' date i.e., July 11, 2017.

Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Practicing Company Secretaries, Kolkata, was appointed by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process as well as for voting through electronic voting system conducted at the AGM venue. The Scrutinizer has carried out the scrutiny of all votes cast through remote e-voting and voting through electronic means at the AGM venue and after completion of authentication and reconciliation process submitted his report on July 18, 2017.

Based on the Scrutinizer's Report dated July 18, 2017, the consolidated results of the votes cast are as under:

Sl. No.	Items of Business	% of votes cast in favour	% of votes cast against	% of invalid votes
1.	<b>Resolution No. 1 : Ordinary Resolution</b> Adoption of Audited Financial Statements for the financial year ended March 31, 2017 (both standalone and consolidated basis) and Reports of the Auditors and the Board of Directors thereon.	99.9998	0.0002	-
2.	<b>Resolution No. 2 : Ordinary Resolution</b> Declaration of Dividend @ Rs. 3.50 per Equity Share of Rs. 5/- each, fully paid-up, for the financial year ended March 31, 2017.	100.0000	-	-
3.	<b>Resolution No. 3 : Ordinary Resolution</b> Re-appointment of Mr. Shaibal Sinha (DIN: 00082504), as a Director of the Company, liable to retire by rotation.	92.9881	7.0119	-
4.	<b>Resolution No. 4 : Ordinary Resolution</b> Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Auditors of the Company, in place of the retiring Auditors and authority to the Audit Committee to fix their remuneration.	99.9993	0.0007	-

Accordingly, all the aforesaid Resolutions as contained in the Notice convening the 84<sup>th</sup> AGM were duly approved by the Members of the Company and are declared carried with requisite majority.

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**BATA INDIA LIMITED**

Place: Kolkata  
Date: July 18, 2017  
(MALOY KUMAR GUPTA)  
COMPANY SECRETARY

For Bata India Limited  
  
ANIL KHANNA  
Chairman  
(DIN: 00079129)

**BATA INDIA LIMITED**

CIN : L19201WB1931PLC007261

Registered Office : 27B, Camac Street, 1st Floor, Kolkata-700016 || Tel : (033) 3980 2001 || Fax : (033) 2289 5748  
E-mail : corporate.relations@bata.com || Website : www.bata.in