

January 30, 2025

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

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051

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

BSE Security Code: 500043

NSE Symbol: BATAINDIA

CSE Scrip Code: 1000003

Dear Sir/Madam,

Subject: Submission of Postal Ballot Notice

Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended)

Further to our letter dated December 23, 2024, regarding the Postal Ballot process and Cut-off date, we enclose herewith:

- (i) Postal Ballot Notice dated December 23, 2024 along with the Explanatory Statement thereto, as being transmitted today through e-mail to the Members of the Company as on the Cut-Off Date and
- (ii) Calendar of Events for the Postal Ballot Process.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For BATA INDIA LIMITED

NITIN BAGARIA

AVP (Special Projects) – Company Secretary & Compliance Officer

Encl.: As above

CC: NSDL, CDSL and RTA

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

Registered Office: 27B, Camac Street, 1st Floor, Kolkata-700016, West Bengal || Tel.: (033) 23014400 || Fax: (033) 22895748

E-mail: in-customer.service@bata.com || Website: www.bata.in



BATA INDIA LIMITED

[CIN: L19201WB1931PLC007261]

Registered Office: 27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal

Telephone: +91 33 2301 4400 ■ Fax: +91 33 2289 5748

E-mail: share.dept@bata.com ■ Website: www.bata.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

TO THE MEMBERS OF BATA INDIA LIMITED

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) (the “Rules”), the General Circulars, issued by the Ministry of Corporate Affairs (the “MCA”), bearing No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 3/2022, No. 11/2022, No. 09/2023 and No. 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (collectively the “MCA Circulars”), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”), Revised Secretarial Standard on General Meetings (“SS-2”) issued by the ICSI and the rules, circulars, clarifications and notifications thereunder, seeking approval of the Members of Bata India Limited (the “Company”) for the resolutions set out hereinafter (being business other than items of ordinary business or such business where certain persons have a right to be heard) by means of Postal Ballot, only through remote e-Voting (voting through electronic means). Statement pursuant to Section 102 of the Act pertaining to the said resolutions is annexed.

The MCA has clarified that for companies that are required to provide remote e-Voting facility under the Act, while transacting any business only by postal ballot upto September 30, 2025, the framework provided in the MCA Circulars as well as the provisions of Rule 20 of the Rules will be applicable *mutatis mutandis*. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company (the “Board”) has appointed Mr. Gagan Verma, Partner [B.Com (H), LLB & Company Secretary], failing him, Mr. Obaidur Rahman, Associate Partner [B.Com (H), LLB & Company Secretary], both of M/s. Kochhar & Co., Advocates and Legal Consultants, having its office at 11th Floor, Tower A, DLF Towers, Jasola District Center, New Delhi – 110025, as the Scrutinizer, for scrutinizing the process of Postal Ballot (remote e-Voting) in a fair and transparent manner.

Members are requested to carefully read the Notes (including instructions for remote e-Voting) forming part of this Postal Ballot Notice. **The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the said remote e-Voting facility which will commence on Friday, January 31, 2025 (9:00 A.M. IST) and will end on Saturday, March 1, 2025 (5:00 P.M. IST).** Members are requested to cast their votes through the remote e-Voting not later than 5:00 P.M. IST on Saturday, March 1, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned members. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

The Scrutinizer will submit his report, on or before Monday, March 3, 2025, by 5:00 P.M. (IST), to the Chairman of the Board or in his absence, to such Director/KMP of the Company, duly authorised in this regard. The results of Postal Ballot shall be declared forthwith on or before Monday, March 3, 2025, by 5:00 P.M. (IST) by the Chairman of the Board or in his absence, by such Director/KMP of the Company, duly authorised in this regard and the results declared will be displayed, for atleast 3 (three) days, along with the Scrutinizer’s Report at the Registered Office of the Company in Kolkata and at the Corporate Office of the Company in Gurugram at Milestone Experion Centre, 2nd Floor, Sector-15, Part – II, Gurugram – 122001, Haryana and will also be uploaded on the website of the Company (www.bata.in) and on the e-Voting website of NSDL (www.evoting.nsdl.com) and will also be simultaneously forwarded to the Stock Exchanges (National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited) where the equity shares of the Company are listed. The resolutions as mentioned in this Notice, if passed with requisite majority, shall be deemed to have been passed on Saturday, March 1, 2025, being the last date specified for remote e-Voting.

SPECIAL BUSINESS

Resolution No. 1 – Appointment of Mr. Amit Aggarwal as a Director of the Company, liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Amit Aggarwal (DIN: 10825970) who was appointed as an Additional Director of the Company w.e.f. December 23, 2024 and who holds office upto the date of the next Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Aggarwal as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to re-designate the said Director as it may deem fit to confer upon him from time to time and to settle any question or difficulty in connection herewith or incidental hereto.”

Resolution No. 2 – Appointment of Mr. Amit Aggarwal as a Whole-time Director of the Company and fixing his remuneration

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendations / approvals of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings, consent of the Members of the Company, be and is hereby accorded to the appointment of Mr. Amit Aggarwal (DIN: 10825970), as a Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer (with such other designation(s) as the Board may deem fit to confer upon him from time to time), liable to retire by rotation, for a period of 5 (five) consecutive years commencing from December 23, 2024 on such terms and conditions including remuneration payable to Mr. Aggarwal as set out in the Statement annexed hereto, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration within the overall limits of Section 197 of the Act, as may be mutually agreed with Mr. Aggarwal from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance, or widen the scope and components of remuneration (including fixed salary, incentives and merit increases thereto and retirement benefits) as set out in the Statement annexed hereto payable to Mr. Aggarwal during his tenure to the extent permitted under Section 197 of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith or incidental hereto.”

**By Order of the Board
BATA INDIA LIMITED**

NITIN BAGARIA
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Place : Gurugram
Date : December 23, 2024

Registered Office:
27B, Camac Street, 1st Floor, Kolkata – 700016, West Bengal
Telephone: +91 33 2301 4400 Fax: +91 33 2289 5748
Email: share.dept@bata.com Website: www.bata.in
CIN: L19201WB1931PLC007261

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder, setting out the material facts and the reasons for the proposed resolutions is appended hereto (hereinafter referred to as “the Statement”). The Statement also contains the recommendations (along with the rationale) of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Necessary information of the Director(s) as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the ICSI is annexed to this Notice. **The Statement read together with the Annexure hereto and these Notes form an integral part of this Notice.**
2. In accordance with the Act, read with the rules made thereunder and the General Circulars, issued by the Ministry of Corporate Affairs (the “MCA”), No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 3/2022, No. 11/2022, No. 09/2023 and No. 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (hereinafter, collectively referred as the “MCA Circulars”), this Postal Ballot Notice is being sent electronically to those Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, January 24, 2025 as received from the Depositories i.e. Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) and who already have their email addresses registered with the Company / its Registrar and Share Transfer Agent (M/s. Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083) (the “RTA”) / the Depositories. The physical copy of the Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.
3. A copy of this Postal Ballot Notice will also be available on the website of the Company (www.bata.in) and on the e-Voting website of NSDL (www.evoting.nsdl.com) and shall also be forwarded to the Stock Exchanges where the equity shares of the Company are listed.
4. In terms of Sections 108 and 110 and other applicable provisions, if any, of the Act, read together with the rules made thereunder, the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-Voting facility to all the Members of the Company. The Company has appointed NSDL for facilitating remote e-Voting to enable the Members to cast their votes electronically. **Accordingly, the communication of the assent or dissent of the Members would take place through remote e-Voting only.**
5. The Members of the Company whose names appear in the Register of Members / List of Beneficial Owners as on Friday, January 24, 2025, as received from the Depositories i.e. NSDL & CDSL (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email addresses with the Company / the RTA / the Depositories), shall only be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice. **Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, January 24, 2025 (“cut-off date”). A person who is in receipt of this Notice but was not a member on the cut-off date should treat this Notice for information purpose only.**
6. The remote e-Voting shall open from Friday, January 31, 2025 (9:00 A.M. IST) and shall end on Saturday, March 1, 2025 (5:00 P.M. IST). E-Voting shall be disabled by NSDL at 5:00 P.M. IST on Saturday, March 1, 2025 and shall not be allowed beyond the said date and time.
7. **MEMBERS CANNOT EXERCISE VOTES BY PROXY ON THE POSTAL BALLOT.**
8. The Scrutinizer’s decision on the validity of remote e-Voting will be final.
9. **KYC and Nomination Facility**
Members may refer to the SEBI Circulars on furnishing PAN, KYC details and Nomination by the holders of physical securities (hereinafter, referred as the “SEBI KYC Circulars”), available on the Company’s website, i.e. www.bata.in under the tab “Investor Relations > Investor Information” or the RTA’s website, i.e. www.linkintime.co.in under the tab “Resources > Downloads > Circulars”.

Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.

10. Members holding shares in physical mode and whose email addresses are not registered, may cast their votes through e-Voting system, after registering their email addresses by sending the following documents to the Company at share.dept@bata.com or to the RTA at rnt.helpdesk@linkintime.co.in :

- (i) Scanned copy of a signed request letter, mentioning the name, folio number & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members holding shares in the demat mode should update their email addresses directly with their respective Depository Participants.

Members who have not registered their email addresses either with the Company, its RTA or the Depositories and wish to receive the Postal Ballot Notice and / or cast their votes through remote e-Voting may also write to the Company at share.dept@bata.com or to the RTA at rnt.helpdesk@linkintime.co.in or to NSDL at evoting@nsdl.com and obtain their User ID and Password for remote e-Voting by sending the following documents:

- (1) Scanned copy of a signed request letter mentioning their name and DP ID and Client ID / folio number;
- (2) Self-attested scanned copy of PAN Card; and
- (3) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

The Company has additionally provided the facility to the Members to temporarily update their email addresses by accessing the link https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html for the limited purpose of receiving shareholder communications including this Notice.

It is clarified that for permanent registration of email addresses, the Members are, however, requested to register their email addresses, in respect of electronic holdings with the Depositories, through the concerned Depository Participants.

11. The procedure/instructions with respect to **remote e-Voting** is provided below:-

The steps to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ Beneficial Owner ” icon under “Login” which is available under “ IDeAS ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added

	<p>Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period. 4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility for seamless voting experience.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi / Easiest facility, they can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The user to login Easi/Easiest are requested to visit CDSL website (www.cdslindia.com) and click on Login icon & New System My Easi and then use your existing My Easi username and password. 2. After successful login of Easi / Easiest, the user will be able to see the E-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, links are also provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers’ website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My Easi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logged-in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting Service Provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 21 0 99 11

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

To Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if Folio Number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing Password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'Initial Password' which was communicated to you. Once you retrieve your 'Initial Password', you need to enter the 'Initial Password' and the system will force you to change your password.
 - c) To retrieve your 'Initial Password'
 - (i) If your email ID is registered in your demat account or with the company, your 'Initial Password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or Folio Number for shares held in Physical form. The .pdf file contains your 'User ID' and your 'Initial Password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your Password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the Password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/Folio Number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, Tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

To cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select relevant "EVEN" for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to gagan.verma@kochhar.com with a copy marked to evoting@nsdl.com or upload the same by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any query / grievance (including any technical assistance required with respect to remote e-Voting), you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Download section of www.evoting.nsdl.com or call on: 022 – 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager, NSDL or at evoting@nsdl.com or may also contact Mr. Krishna Yadav, Assistant Manager, Bata Secretarial Department at telephone no. 0124 3990100 / 033 – 2289 5796 or at email ID share.dept@bata.com

Process for those Shareholders whose email ids are not registered for procuring user ID and password and registration of email ids for e-Voting for the resolutions set out in this notice:

1. Please refer to Note 10 above. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
2. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user ID and password for e-Voting by providing above mentioned documents.

Other Notes

- (a) There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.
- (b) Once a member casts the votes on the Resolution(s), no change shall be allowed subsequently.

**By Order of the Board
BATA INDIA LIMITED**

NITIN BAGARIA

Company Secretary & Compliance Officer

ICSI Membership No. ACS 20228

Place : Gurugram

Date : December 23, 2024

Registered Office:

27B, Camac Street,

1st Floor, Kolkata – 700016

West Bengal

Telephone: +91 33 2301 4400

Fax: +91 33 2289 5748

Email: share.dept@bata.com

Website: www.bata.in

CIN: L19201WB1931PLC007261

Bata[®]

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (AS AMENDED)

Item No. 1 – Appointment of Mr. Amit Aggarwal as a Director of the Company, liable to retire by rotation

The Board of Directors of the Company (the “Board”) (based on the recommendations of the Nomination and Remuneration Committee) has appointed Mr. Amit Aggarwal (DIN: 10825970) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (as amended) (the “Act”) and the Articles of Association of the Company, with effect from December 23, 2024. He has also been appointed as a Whole-time Director from that date, subject to approval of the Members of the Company. He has also been appointed as Chief Financial Officer (KMP) in terms of Section 203 of the Act and designated as Director Finance and CFO.

Notice under Section 160 of the Act has been received by the Company from a member proposing the candidature of Mr. Aggarwal as a Director of the Company, liable to retire by rotation. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the aforesaid recommendations and consent of Mr. Aggarwal to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Aggarwal as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

Further as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the listed company shall ensure that approval of shareholders for, inter alia, appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further as per the declarations received by the Company, Mr. Aggarwal is not disqualified under Section 164 of the Act. The directorship(s) held by Mr. Aggarwal are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. **A summary on profile of Mr. Aggarwal is attached to this Notice as Annexure – 1.**

The necessary documents relating to his appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.) in a presentable form, during 11:00 A.M. to 1:00 P.M. IST on any working day, upto and including the last date of receipt of votes through the e-Voting process. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered email addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Aggarwal being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 1 as contained in the Notice.

Keeping in view his vast experience specially across the FMCG and D2C sectors and domain knowledge for effective executive management and in order to have an optimum combination of Executive and Non-Executive Directors, the Board considers that his association would be rational and of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 1 as an Ordinary Resolution, in relation to the appointment of Mr. Aggarwal as a Director, for the approval of the Members of the Company.

Item No. 2 – Appointment of Mr. Amit Aggarwal as a Whole-time Director of the Company and fixing his remuneration

Pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations / approvals of the Nomination and Remuneration Committee, the Audit Committee (after accessing the qualification, experience and background) and the Board of Directors of the Company (the “Board”) accorded at their respective meetings, consent of the Members of the Company is hereby sought for the appointment of Mr. Amit Aggarwal (DIN: 10825970), as a Whole-time Director (Designated as Director Finance and CFO) of the Company, on the remuneration as detailed hereinafter, for a period of 5 (five) consecutive years with effect from December 23, 2024 upto December 22, 2029 and his office shall be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Aggarwal is not

disqualified under Section 164 of the Act. He also satisfies all the conditions as set out in Part - I of Schedule V to the Act and under Section 196(3) of the Act. The directorship(s) held by Mr. Aggarwal are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

A summary on profile of Mr. Aggarwal is attached to this Notice as Annexure – 1.

The details of remuneration of Mr. Aggarwal are as under (per annum):

Gross Salary	:	Rs. 2,00,00,462
STIP – Incentive Program	:	Rs. 40,42,561
Total	:	Rs. 2,40,43,023
LTIP	:	Rs. 26,95,041
One-time Joining Bonus (with claw back provision)	:	Rs. 20,00,000 (18 months claw back)
Retention Bonus	:	Rs. 60,00,000 (payable in equal tranches each on completion of 12 & 24 Months from the date of joining the Company, i.e., December 23, 2024, with claw back provision)
Perquisites & Allowances	:	As per grade. This would include expenses towards insurance & medical expenses and leave travel allowances as per Rules of the Company and in accordance with the applicable provisions of the Act, the Income-tax Act, 1961 and the Rules framed under these Acts.
Retirement Benefits	:	As per Rules of the Company
Leave Entitlements	:	As per Rules of the Company
Notice Period	:	90 days

The proposed remuneration is commensurate with the size of the Company and nature of its business. The aforesaid remuneration of Mr. Aggarwal falls within the maximum ceiling limits as specified under Section 197 of the Act and Schedule V thereto and the rules made thereunder.

On or after January 1, 2026, the amounts specified above may be enhanced, by the Board based on the recommendations/approvals of the Nomination and Remuneration Committee which peruses the industry benchmarks in general, remuneration prevalent in the industry, profile and responsibilities of Managerial Personnel and other relevant factors, as merit increase, over the amounts prevailing for the preceding year and the revised amounts of remuneration shall come into effect from 1st January every year or such later date as per the policies and practices of the Company for merit increase.

The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. It is proposed to enter into an Agreement with Mr. Aggarwal containing the terms and conditions of his appointment, authority, rights and obligations of Mr. Aggarwal during his tenure as the Director Finance and CFO of the Company. The proposed resolution as contained in this Notice provides that the Board will have a liberty to vary the terms and conditions of the appointment and remuneration of Mr. Aggarwal as mentioned herein or under the Agreement to be entered, from time to time, as it may deem fit and necessary and as may be agreed to by and between Mr. Aggarwal and the Board, without being required to seek any further consent or approval of the Member(s) of the Company or otherwise, to the extent permitted under Section 197 read with Schedule V to the Act and other applicable provisions, if any, of the Act.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of the Directors.

The draft Agreement proposed to be executed shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.) in a presentable form, during 11:00 A.M. to 1:00 P.M. IST on any working day, upto and including the last date of receipt of votes through the e-Voting process. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered email addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Aggarwal being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 2 as contained in the Notice.

Keeping in view his vast experience specially across the FMCG and D2C sectors and domain knowledge for effective executive management and in order to have an optimum combination of Executive and Non-Executive Directors, the Board considers that his association would be rational and of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 2 as an Ordinary Resolution, in relation to appointment of Mr. Aggarwal as a Whole-time Director and remuneration payable, whose period of office shall be liable to determination by retirement of directors by rotation, for the approval of the Members of the Company.

**By Order of the Board
BATA INDIA LIMITED**

NITIN BAGARIA

Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Place : Gurugram
Date : December 23, 2024

Registered Office:
27B, Camac Street,
1st Floor, Kolkata – 700016
Telephone: +91 33 2301 4400
Fax: +91 33 2289 5748
Email: share.dept@bata.com
Website: www.bata.in
CIN: L19201WB1931PLC007261

The Bata logo is displayed in a large, stylized, red font. The word "Bata" is written in a cursive-like script with a registered trademark symbol (®) to the right of the word.

Annexure – 1 to the Notice and the Statement

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Director(s) is given below:

Name and DIN	Mr. Amit Aggarwal (DIN: 10825970)
Position in the Company	Director Finance and CFO (KMP), Executive
Date of Birth / Age / Nationality	29.02.1980 / 44 years / Indian
Profile / Background Details, Recognition or awards, Qualifications	<p>With 20+ years of extensive experience in financial management, business strategy and digital transformation across the FMCG and D2C sectors, Mr. Amit Aggarwal brings a wealth of expertise in driving profitability, optimizing costs, mitigating risks and strengthening governance frameworks.</p> <p>A Qualified Chartered Accountant (ICAI, 2002) with an Advanced General Management certification from IIM Kolkata, he combines technical proficiency with visionary leadership to deliver impactful results.</p> <p>Mr. Amit Aggarwal joined Bata India Limited from SUGAR Cosmetics (Vellvette Lifestyle Private Limited) where he was working as CFO. He has previously worked with reputed organizations like Marico Limited, Nestle India Limited, etc., at various positions including Head Finance, Head - Corporate Finance & Internal Audit, etc.,</p>
Experience and Expertise in specific functional areas	Finance and Accounts, Diversified Leadership, Business Strategies and Planning, Regulatory Compliance, Governance and Stakeholders Management.
Terms and conditions of appointment or re-appointment	<p>Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).</p> <p>Appointment as Whole-time Director for a period of 5 (five) consecutive years commencing from December 23, 2024 upto December 22, 2029.</p>
Remuneration last drawn by such person, if applicable	Not Applicable.
Remuneration sought to be paid	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
Date of first appointment on the Board	December 23, 2024
Membership / Chairmanship of Committees of the Board of the Company – Bata India Limited	None
Directorships in Unlisted Companies (excluding foreign companies)	None
Directorships in Other Listed Companies (excluding foreign companies)	None
Membership / Chairmanship of Committees of other Boards	None

Listed Companies from which the appointee Director has resigned in past 3 (three) years	Mr. Amit Aggarwal has not held directorship in any listed company in the past 3 (three) years.
No. of shares held in the Company	None, including as a beneficial owner.
Relationship with other Directors, Manager and other KMP of the Company	None
No. of Meetings of the Board attended during the year	0 out of 1 meeting during the year 2024-25 upto & including the date of this Notice.

Notes:

1. The above information is as on the date of this Notice.
2. Mr. Amit Aggarwal is not disqualified under the Companies Act, 2013 (as amended) or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, RBI, any Court or any other competent statutory authority, from holding the office as a director in the Company.
3. The Board of Directors of the Company at its meeting held on December 23, 2024, has reconstituted Business Operations Committee, w.e.f. January 1, 2025, by inducting Mr. Amit Aggarwal as Member. Please refer to the website of the Company for the latest committee positions.

**By Order of the Board
BATA INDIA LIMITED**

Bata

NITIN BAGARIA
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Place : Gurugram
Date : December 23, 2024

Registered Office:
27B, Camac Street,
1st Floor, Kolkata – 700016
West Bengal
Telephone: +91 33 2301 4400
Fax: +91 33 2289 5748
Email: share.dept@bata.com
Website: www.bata.in
CIN: L19201WB1931PLC007261

CHANGE IN NAME OF REGISTRAR AND SHARE TRANSFER AGENT (RTA)

With effect from December 31, 2024, the name of RTA of the Company has been changed from Link Intime India Private Limited to MUFG Intime India Private Limited. Please refer to the website of the Company for latest contact details of the RTA.

CALENDAR OF EVENTS

EVENTS	DATE	DAY
Date of dispatch of Postal Ballot Notice	January 30, 2025	Thursday
Date of starting Postal Ballot / E-Voting	January 31, 2025	Friday
Date of ending Postal Ballot / E-Voting	March 1, 2025	Saturday
Expected (latest) date for submission of Scrutinizer Report	March 3, 2025	Monday
Expected date of declaration of results of Postal Ballot and E-Voting	March 3, 2025	Monday

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

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