

BATA INDIA LIMITED

Regd. Office: 6A, S.N. Banerjee Road, Kolkata - 700 013.

To

Dear Members,

Re: Disclosure to Members u/s. 302 of the Companies Act, 1956.

Members are hereby informed that at the Meeting of the Board of Directors of Bata India Limited ('the Company') held on July 26, 2012 Mr. Gigi Abraham has been appointed as an Additional Director of the Company with effect from July 26, 2012. Mr. Gigi Abraham's appointment as an Additional Director will be upto the date of the next Annual General Meeting of the Company pursuant to Section 260 of the Companies Act ('the Act') and Article 79 of the Articles of Association of the Company, where he will seek election by the shareholders pursuant to Section 257 of the Act. The Board of Directors of the Company at the said Meeting has also appointed Mr. Gigi Abraham as a Wholetime Director, designated as Group Brands Director of the Company for a period of 5 (five) years with effect from July 26, 2012, subject to approval of the Members at the next Annual General Meeting.

As the Group Brands Director of the Company, Mr. Gigi Abraham will be paid the following remuneration per annum which has been recommended by the Nomination, Governance & Compensation Committee at its meeting held on July 26, 2012 and approved by the Board of Directors at its meeting held on the same day:

Sl. No.	PAY SCALE	CTC per annum (in Rs.)
	<u>FIXED & VARIABLE INCOME</u>	
1.	BASIC	8,700,000
2.	Incentive*	4,400,000
3.	Fixed Education Allowance	1,200,000
4.	Fixed Special Allowance	3,600,000
A	SUB TOTAL	17,900,000
	<u>OTHER BENEFITS</u>	
1.	Accommodation / House	900,000
2.	LTA	150,000
3.	Medical & Personal Accident	50,000
B	SUB TOTAL	1,100,000
	<u>RETIRAL / OTHER ITEMS</u>	
1.	Provident Fund	1,044,000
2.	Gratuity	417,600
C	SUB TOTAL	1,461,600
	TOTAL (ANNUALLY)	20,461,600

*Incentive is payable as per Company rules from time to time. Car with driver & fuel cost will be provided by the Company.

The above remuneration of Mr. Gigi Abraham is within the maximum overall limits as approved by the shareholders by means of a Special Resolution passed at the 76th Annual General Meeting of the Company held on May 26, 2009 and also within the permissible limits under Sections 198, 309, 310 and 311 read with Schedule XIII to the Act.

The Company has entered into an Agreement with Mr. Gigi Abraham incorporating the above remuneration which will be paid to him. A copy of the said Agreement will be available for inspection by the Members at the Company's Registered Office at 6A, S.N. Banerjee Road, Kolkata – 700013 and also at its office at 27B, Camac Street, 1st Floor, Kolkata -700 016 on any working day between 10:30 a.m. and 12:30 p.m. except holidays observed by the Company.

Memorandum of Interest

No other Directors except Mr. Gigi Abraham, Group Brands Director of the Company may be deemed to be concerned or interested in the Board Resolution approving his appointment and remuneration as stated above.

Kolkata,

August 10, 2012

By Order of the Board

MALOY KUMAR GUPTA
Company Secretary