

BATA INDIA LIMITED

CODE OF CONDUCT FOR DIRECTORS, SENIOR MANAGEMENT PERSONNEL AND FUNCTIONAL HEADS

Bata India Limited had earlier adopted a Code of Conduct for its Directors and Senior Management Personnel which is in force and is being complied with. However, with the introduction of new Companies Act, 2013 and Schedule IV to the Act (effective from April 01, 2014) and amended Clause 49 of the Listing Agreement with the Stock Exchanges (effective from October 01, 2014), the existing Code of Conduct required suitable modifications. The Board of Directors at the Board Meeting held on May 01, 2014 approved the modified Code of Conduct for adoption by the Directors, Senior Managerial Personnel and Functional Heads.

CODE OF CONDUCT (As amended w. e. f. May 01, 2014)

The Directors, Senior Management Personnel and Functional Heads shall comply with the Code of Conduct of the Company in letter and spirit, as under:

- To act in the best interests of, and fulfill fiduciary obligations to the Company;
- To act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner and not take improper advantage of the position of Director/ Senior Management Person/ Functional Head;
- To comply with all applicable laws, rules and regulations;
- To act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- To act in a manner to enhance and maintain the reputation of the company;
- To disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing decision on any matter in which the concerned Director has or may have such interest;
- To Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service, while continuing as such and even after ceasing to be such, for a reasonable period of say two years, except when authorised or legally required to disclose such information;
- Restrain from using the Company's property or position for personal gain;

- Avoid using any information or opportunity received in the capacity as Director / Senior Management Person/ Functional Head for personal gain, or in a manner that would be detrimental to the Company's interests;
- Abstain from discussion, voting or otherwise influencing decision on any matters that may come before the Board in which they may have a conflict or potential conflict of interest.
- Not to use confidential information acquired in the course of their service for their personal advantage or for the advantage of any other entity in which they have a direct or indirect interest, or where they occupy a position of Board or Executive responsibility with influence over their decisions;
- Help create and maintain a culture of high ethical standards and commitment to compliance.
- No Director / Senior Management Person/ Functional Head shall seek or accept any gifts or incentives in their capacity as such, except what is duly authorised as acceptance under the Company's Code of Business Conduct and Ethics applicable to the employees.
- The Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- The Independent Directors shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- The Independent Directors shall strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- The Independent Directors shall participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- The Independent Directors shall strive to attend the general meetings of the company;
- Where Independent Directors have concerns about the running of the company or a proposed action, they shall ensure that these are addressed by the Board and to the extent that they are not resolved, insist that their concerns are recorded in the Minutes of the Board Meeting;
- The Independent Directors shall keep themselves well informed about the company and the external environment in which it operates;

- The Independent Directors shall not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- The Independent Directors shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- The Independent Directors shall ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- The Independent Directors shall report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- Acting within the authority, the Independent Directors shall assist in protecting the legitimate interests of the company, shareholders and its employees;
- The Independent Directors shall not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

ANNUAL REPORTING OF COMPLIANCE

All Directors including Independent Directors, Senior Management Personnel and Functional Heads shall affirm compliance with the abovementioned Code of Conduct on an annual basis as at the end of the each financial year of the Company.

A Director/ Senior Management Person/ Functional Head, who has concerns regarding compliance with this Code of Conduct, should raise such concerns with the Chairman of the Board of Directors who will deal with the same. No waiver or suspension of any or all requirements of the Code of Conduct, or any modifications of this policy, shall be valid unless approved by the Board of Directors and formally minuted with reasons for such action.

This Code of Conduct shall be uploaded on the website of the Company. The Board of Directors of the Company shall be at liberty to amend the Code of Conduct of the Company as and when such amendments are warranted by the change in legislation and / or deemed appropriate in the interests of the Company.
