

Date: July 7, 2016

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

Dear Sir,

**Subject: Notice of the 83rd Annual General Meeting of the Members of the Company**

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III to the said Regulations, we wish to inform you that the 83rd Annual General Meeting (AGM) of the Members of Bata India Limited ('the Company') will be held at 'KALAMANDIR' 48, Shakespeare Sarani, Kolkata - 700017 on Thursday, August 4, 2016 at 10:00 a.m.

In this regard, we are enclosing herewith a copy of the Notice convening the 83rd Annual General Meeting of the Members of the Company.

We request you to take the same on record and acknowledge receipt.

Thanking you.

Yours faithfully,  
For **BATA INDIA LIMITED**



**MALOY KUMAR GUPTA**  
Company Secretary

Encl.: As above

Copy to:

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

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

**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.co.in || Website : www.bata.in

**BATA INDIA LIMITED**

CIN: L19201WB1931PLC007261

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

Telephone: +91 33 3980 2001; Fax: +91 33 2289 5748

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

**NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 83rd Annual General Meeting of the Members of Bata India Limited ('the Company') will be held at '**KALAMANDIR**' 48, **Shakespeare Sarani, Kolkata - 700017 on Thursday, August 4, 2016 at 10:00 a.m.**, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 (both Standalone and Consolidated basis), together with the Reports of the Auditors thereon and the Board's Report.
2. To declare a Dividend for the financial year ended March 31, 2016. The Board recommended a Dividend of Rs. 3.50 per Equity Share of Rs. 5/- each, fully paid-up.
3. To appoint a Director in place of Mr. Shaibal Sinha (DIN: 00082504), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint the 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 and Rules framed thereunder, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No.: 301003E issued by the Institute of Chartered Accountants of India), be and are hereby re-appointed as the 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. Christopher MacDonald Kirk as a Director of the Company, liable to retire by rotation**

To appoint Mr. Christopher MacDonald Kirk as a 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** Mr. Christopher MacDonald Kirk (DIN: 07425236) who was appointed as an Additional Director on the Board of Directors of the Company on February 10, 2016 to hold office up to the date of this Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company."

6. **Re-appointment of Mr. Rajeev Gopalakrishnan as the Managing Director of the Company and fixing his remuneration**

To re-appoint Mr. Rajeev Gopalakrishnan as the Managing Director of the Company and to fix his remuneration 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 Sections 2(54), 196, 197 and 198 read with Schedule V to the Companies Act, 2013, consent of the Company be and is hereby accorded to the re-appointment of Mr. Rajeev

Gopalakrishnan (DIN: 03438046), as the Managing Director of the Company (with such designation or designations as the Board of Directors may determine and deem fit to confer to Mr. Rajeev Gopalakrishnan, from time to time) for a period of five consecutive years with effect from February 23, 2016 on the terms and conditions contained in the Agreement executed by and between Mr. Rajeev Gopalakrishnan and the Company, salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with liberty to the Board of Directors to vary the terms including increase in remuneration within the limits prescribed under the Act and as may be mutually agreed between Mr. Rajeev Gopalakrishnan and the Company from time to time.”

#### **7. Appointment of Mr. Ram Kumar Gupta as a Director of the Company**

To appoint Mr. Ram Kumar Gupta as a 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** Mr. Ram Kumar Gupta (DIN: 01125065) who was appointed as an Additional Director on the Board of Directors of the Company on August 19, 2015 to hold office up to the date of this Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

#### **8. Appointment of Mr. Ram Kumar Gupta as a Whole-time Director of the Company and fixing his remuneration**

To approve the appointment of Mr. Ram Kumar Gupta as a Whole-time Director of the Company and to fix his remuneration 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 Sections 2(94), 196, 197 and 198 read with Schedule V to the Companies Act, 2013, consent of the Company be and is hereby accorded to the appointment of Mr. Ram Kumar Gupta (DIN: 01125065), as a Whole-time Director of the Company designated as Director Finance (with such other designation or designations as the Board of Directors may determine and deem fit to confer to Mr. Ram Kumar Gupta from time to time) for a period of five consecutive years with effect from August 19, 2015 on the terms and conditions contained in the Agreement executed by and between Mr. Ram Kumar Gupta and the Company, salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with liberty to the Board of Directors to vary the terms including increase in remuneration within the limits prescribed under the Act and as may be mutually agreed to between Mr. Ram Kumar Gupta and the Company from time to time.”

By Order of the Board

**Maloy Kumar Gupta**  
Company Secretary  
ACS-24123

Place : Gurgaon  
Date : May 30, 2016

#### **NOTES:**

1. 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 8 of the accompanying Notice are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EIGHTY THIRD ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS BEHALF, ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER. PROXY(IES), 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.

3. 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.
4. Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Share Transfer Books and Register of Members of the Company will remain closed from Thursday, July 21, 2016 to Thursday, August 4, 2016 (both days inclusive).
5. 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.
6. Members who hold shares in dematerialized form, are requested to bring their Depository Participant (D.P.) I.D. and Client I.D. No(s). for easier identification to record attendance at the Meeting.
7. 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](http://www.bata.in) in "Download Forms" under "Investor Relations".
8. A Member desirous of receiving any information on the Financial Statements 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.
9. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof i.e., electricity / telephone bill, driving license or a copy of passport and bank particulars to the Company or its Registrar & Share Transfer Agents (RTA) and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participant(s) and not to the Company / RTA without any delay.
10. In all correspondence with the Company, Members having physical shareholding are requested to quote their account / folio numbers and in case their shares are held in the dematerialized form, they must quote their Depository Participant (D.P.) I.D. and Client I.D. No(s).
11. 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 Share 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 and Central Depository Services (India) Limited 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.
12. 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, Nizam Palace, 234/4, A.J.C. Bose Road, Kolkata - 700020, 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 unpaid 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 IEPF, the same cannot be claimed by the Members therefrom.
- 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 11, 2016 who have not encashed their dividend warrant for the financial year ended December 31, 2008 onwards, to claim the amount of dividend from the Company immediately. Unclaimed / unpaid dividend for the financial year ended December 31, 2008 will be transferred to IEPF in the month of July, 2016.
- v. During the financial year ended March 31, 2016, the Company has deposited a sum of Rs. 6,76,440 (Rupees Six Lacs Seventy Six Thousand Four Hundred and Forty only) to the IEPF of the Government of India, on account of unclaimed / unpaid dividend for the financial year ended December 31, 2007.

The due dates for transfer of the unpaid/unclaimed dividend to IEPF are as follows:

<b>Dividend for the year ended</b>	<b>Due date for transfer to IEPF</b>
Year ended 31 Dec 2008	30.06.2016
Year ended 31 Dec 2009	01.07.2017
Year ended 31 Dec 2010	02.08.2018
Year ended 31 Dec 2011	04.07.2019
Year Ended 31 Dec 2012	09.07.2020
Year Ended 31 Dec 2013	26.06.2021
Year Ended 31 Mar 2015	09.09.2022

- 13.** Dividend on Equity Shares as recommended by the Board of Directors of the Company for the financial year ended March 31, 2016, if declared at the Annual General Meeting, will be paid to:
- i. 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 / Registrar and Share Transfer Agents on or before July 20, 2016.
  - ii. 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 and Central Depository Services (India) Limited, at the end of business hours on July 20, 2016.
- 14.** Pursuant to Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule I to the said Regulations, it is made mandatory for all the companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National / Regional / Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), wherever ECS / RTGS / NEFT and bank details are available. In the absence of electronic facility, the companies are required to mandatorily print the bank details of the investors on the 'payable-at-par' warrants or cheques for distribution of dividends or other cash benefits to the investors. In addition to that, if bank details of investors are not available, the companies shall mandatorily print the address of the investor on such payment instruments. Therefore, Members holding shares in physical mode are requested to provide their bank details to the Company / Registrar and Share Transfer Agents. Members holding shares in demat mode are requested to record the ECS mandate with their Depository Participant(s) concerned.



15. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company / Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
16. The Ministry of Corporate Affairs (MCA), 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 Registrar and Share Transfer Agents (RTA) - 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, 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, Annual Reports and other documents may forward their written request to the Company / RTA for the same.

17. As required under the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed hereto.

#### **18. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to facilitate its Members to transact business at the Eighty Third Annual General Meeting (AGM) of the Company by voting through electronic means. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide remote e-voting services and voting at the AGM venue through electronic voting system.
- II. The facility for voting through electronic means shall be made available at the 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 electronic voting system.
- 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 remote e-voting are as under:
  - A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)]:
    - (i) Open e-mail 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 remote 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 remote e-voting opens. Click on remote e-voting: 'Active Voting Cycles';
- (vii) Select 'EVEN' of Bata India Limited;
- (viii) Now you are ready for remote 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](mailto:pawan@sarawagi.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B.** In case a Member receives physical copy of the Notice of AGM [for members whose e-mail 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:

<b>EVEN (Remote E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD / PIN</b>
--	----------------	-----------------------

- (ii) Please follow all steps from Sl. No. (ii) to (xii) above, to cast your vote electronically.

- V.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 222 990.
- VI.** If you are already registered with NSDL for remote 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 Monday, August 1, 2016 (09:00 A.M.) and ends on Wednesday, August 3, 2016 (05:00 P.M.). During this period, the Members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date of July 28, 2016, 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 it 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 28, 2016.

- 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 28, 2016, may obtain the login User ID and password / PIN by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [share.dept@bata.co.in](mailto: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 / PIN 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](http://www.evoting.nsdl.com) or contact NSDL at the given toll free no.: 1800 222 990
- 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 electronic means.
- XII.** Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, Kolkata (Membership No.: 3381 and C.P. No. 4882), has been appointed by the Board of Directors as the Scrutinizer to scrutinize the 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 electronic means 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 AGM, unblock the votes cast through electronic voting system provided at the AGM venue and 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 and declare the results of the voting forthwith.
- XV.** The results declared along with the report of the scrutinizer shall be placed on the Company's website [www.bata.in](http://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 and Corporate Office.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at 27B, Camac Street, 1st Floor, Kolkata - 700016. Copies of the said documents shall also be available for inspection at the Corporate Office of the Company at Bata House, 418/02, Mehrauli Gurgaon Road, Sector - 17, Gurgaon - 122002, Haryana. Inspection by the Members can be done on any working day between 11:00 a.m. and 1:00 p.m., up to and including the date of and at the venue of the Eighty Third Annual General Meeting of the Company.



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5**

Mr. Christopher MacDonald Kirk (Mr. Kirk) (DIN: 07425236), aged about 59 years, was appointed as an Additional Director of the Company at the Board Meeting held on February 10, 2016. In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of the Eighty Third Annual General Meeting.

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

The Company has obtained from Mr. Kirk his consent in Form DIR-2 to act as a Director and also received 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. Kirk, as a Director of the Company.

Brief resume of Mr. Kirk, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and Membership / Chairmanship of Board Committees, etc., are separately annexed hereto. Mr. Kirk does not hold any Equity Share in the Company.

Mr. Kirk is presently the Chairman of Bata Group and the Board considers that association of Mr. Kirk will be of immense benefit to the Company and it would be prudent to appoint Mr. Kirk on the Board of Directors of the Company. As a Director of the Company, Mr. Kirk shall be liable to determination by retirement of Directors by rotation at Annual General Meetings. Accordingly, the Board recommends Resolution No. 5 for approval by the Members.

Except Mr. Kirk, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in Resolution No. 5 as contained in the Notice.

**Item No. 6**

Mr. Rajeev Gopalakrishnan (Mr. Gopalakrishnan)(DIN: 03438046), aged about 51 years, was appointed as an Additional Director and the Managing Director-Bata Stores of the Company at the Board Meeting held on February 23, 2011. At the Seventy Eighth Annual General Meeting of the Company held on June 28, 2011, appointment of Mr. Gopalakrishnan as the Managing Director-Bata Stores of the Company was approved by the Members of the Company for a period of five years commencing from February 23, 2011. Subsequently, in terms of a Resolution passed in circulation by the Board of Directors on August 29, 2011, he was re-designated as the Managing Director of the Company with effect from October 1, 2011.

The five year term of Mr. Gopalakrishnan as the Managing Director of the Company expired on February 22, 2016. Based on the recommendation of the Nomination and Remuneration Committee of the Board pursuant to the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and the Nomination and Remuneration Policy of the Company, the Board of Directors, at its Meeting held on February 10, 2016, re-appointed Mr. Gopalakrishnan as the Managing Director (also as the Chief Executive Officer and a Key Managerial Person) of the Company with a revised remuneration for a further period of five consecutive years with effect from February 23, 2016, subject to approval of the Members of the Company at the forthcoming Annual General Meeting.

Pursuant to the provisions contained in Article 107 of the Articles of Association of the Company, the period of office of Mr. Gopalakrishnan as the Managing Director of the Company shall not be liable to determination by retirement of directors by rotation at the Annual General Meetings.

The Company has obtained from Mr. Gopalakrishnan his consent to be re-appointed as the Managing Director of the Company and also received intimation in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director in any Company.

Accordingly, the Company has entered into an Agreement dated March 14, 2016 with Mr. Gopalakrishnan containing therein, *inter alia*, the remuneration and authority, power, rights and obligations of Mr. Gopalakrishnan during his tenure as Managing Director of the Company. The remuneration of Mr. Gopalakrishnan may be revised from time to time by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, within the specified limits under the Act., for which the Company shall enter into Supplementary Agreements with Mr. Gopalakrishnan.

In terms of the Agreement entered into between Mr. Gopalakrishnan and the Company on March 14, 2016 containing the terms of his re-appointment as the Managing Director of the Company, Mr. Gopalakrishnan shall be paid the following remuneration:

Basic Salary	: Rs. 19,250,000/- per annum, payable monthly.
Cash Allowances	: Rs. 9,071,000/- per annum, payable monthly.
Variable Pay	: Short Term Incentive Plan (STIP) with a target payout of 50% of the Annual Basic Salary, or STIP of Rs. 9,625,000/-.
House Allowance	: Rs. 2,800,000/- per annum, payable monthly.
Non Cash Allowances:	
a) House Utilities & Services	: Rs. 237,600/- per annum.
b) Maintenance of Company Car	: Rs. 770,000/- per annum.
c) Cost of Driver	: Rs. 286,200/- per annum.
d) Education of Children	: Rs. 700,000/- per annum.
e) Leave Travel Allowances	: The maximum annual contribution by the Company would be not exceeding an amount equivalent to USD 3,000.
Retirement Benefits	: As per Rules of the Company.
Leave Entitlement	: As per Rules of the Company.
Notice Period	: Six Months.

The aforesaid remuneration of Mr. Gopalakrishnan falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with Schedule V to the Companies Act, 2013.

A copy of the aforesaid Agreement shall be available for inspection without payment of fees by any Member of the Company at the Registered Office of the Company at 27B, Camac Street, 1st Floor, Kolkata - 700016 and also at the Corporate Office of the Company at Bata House, 418/02, Mehrauli Gurgaon Road, Sector-17, Gurgaon-122002, on any working day between 11:00 A.M. and 1:00 P.M., up to and including the date of and at the venue of the Eighty Third Annual General Meeting of the Company.

Brief resume of Mr. Gopalakrishnan, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and Membership / Chairmanship of Board Committees, etc., are separately annexed hereto. Mr. Gopalakrishnan does not hold any Equity Share in the Company.

While re-appointing Mr. Gopalakrishnan as the Managing Director & CEO of the Company, the Board of Directors considered his knowledge, experience in the field of management and immense contribution to the overall progress of the Company. The Board is of the opinion that the Company should continue to avail the services of Mr. Gopalakrishnan to achieve better performances in the future. Accordingly, the Board recommends Resolution No. 6 for approval by the Members.

Except Mr. Gopalakrishnan, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in Resolution No. 6 as contained in the Notice.

**Item Nos. 7 & 8**

Mr. Ram Kumar Gupta (Mr. Gupta) (DIN: 01125065), aged about 57 years, was appointed as an Additional Director of the Company at the Board Meeting held on August 19, 2015. In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of the Eighty Third Annual General Meeting. At the said Meeting, based on the recommendation of the Nomination and Remuneration Committee of the Board pursuant to the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and the Nomination and Remuneration Policy of the Company, the Board also appointed Mr. Gupta as a Whole-time Director of the Company designated as Director Finance (Chief Financial Officer and a Key Managerial Person), for a period of five consecutive years with effect from August 19, 2015, subject to approval of the Members of the Company at the forthcoming Annual General Meeting. Also, pursuant to Clause 49 of the erstwhile Listing Agreement with the Stock Exchanges read with Section 177 of the Companies Act, 2013, the Audit Committee of the Board had approved appointment of Mr. Gupta as the Director Finance and Chief Financial Officer of the Company.

Pursuant to the provisions contained in Article 107 of the Articles of Association of the Company, the period of office of Mr. Gupta as a Whole-time Director of the Company shall be liable to determination by retirement of directors by rotation at the Annual General Meetings.

The Company has obtained from Mr. Gupta his consent in Form DIR-2 to act as a Director and also received 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. Gupta, as a Director of the Company.

The Company has entered into an Agreement dated August 20, 2015 with Mr. Gupta containing therein, *inter alia*, the remuneration and authority, power, rights and obligations of Mr. Gupta during his tenure as a Whole-time Director of the Company. The said remuneration of Mr. Gupta has been revised with effect from April 1, 2016 based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors at the Board Meeting held on May 30, 2016, as detailed below:

Basic Salary	: Rs. 83,46,000/- per annum, payable monthly.
House Rent Allowance	: Rs. 20,08,500/- per annum, payable monthly.
Special Allowance	: Rs. 34,50,700/- per annum, payable monthly.
Variable Pay	: Rs. 24,80,400/- per annum, based on the performance of the Company.
Perquisites & Allowances	: This will include insurance & medical expenses, cost of Company provided car, maintenance, driver salary and leave travel allowance, as per Rules of the Company and in accordance with the applicable provisions of the Companies Act, 2013 (to the extent applicable), the Income Tax Act, 1961 and the Rules framed under these Acts.

Retirement Benefits	: As per Rules of the Company.
Leave Entitlement	: As per Rules of the Company.
Notice Period	: Six Months.

The aforesaid remuneration of Mr. Gupta falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with Schedule V to the Companies Act, 2013. The Company shall enter into a Supplementary Agreement with Mr. Gupta for his revision in remuneration with effect from April 1, 2016, draft whereof was approved at the aforesaid Board Meeting held on May 30, 2016.

Copies of the Agreements mentioned above shall be available for inspection without payment of fees by any Member of the Company at the Registered Office of the Company at 27B, Camac Street, 1st Floor, Kolkata - 700016 and also at the Corporate Office of the Company at Bata House, 418/02, Mehrauli Gurgaon Road, Sector-17, Gurgaon-122002, on any working day between 11:00 A.M. and 1:00 P.M., up to and including the date of and at the venue of the Eighty Third Annual General Meeting of the Company.

Brief resume of Mr. Gupta, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and Membership / Chairmanship of Board Committees, etc., are separately annexed hereto. Mr. Gupta holds 56 Equity Shares of Rs. 5/- each, fully paid-up in the Company.

The Board considered the knowledge, experience and expertise of Mr. Gupta in the field of finance and management and his long association with Bata India Limited and is of the opinion that appointment of Mr. Gupta as a Whole-time Director of the Company shall be of immense benefit to the Company. Accordingly, the Board recommends Resolution Nos. 7 and 8 for approval by the Members.

Except Mr. Gupta, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in Resolution Nos. 7 and 8 as contained in the Notice.

**By Order of the Board**

**Maloy Kumar Gupta**

Company Secretary

ACS-24123

Place : Gurgaon

Date : May 30, 2016

**Information relating to the appointment / re-appointment of Director(s) at the Eighty Third Annual General Meeting**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**Item No. 3: Re-appointment of Mr. Shaibal Sinha as a Director of the Company, liable to retire by rotation**

Mr. Shaibal Sinha (Mr. Sinha), aged 53 years, is a Bachelor of Commerce (B. Com) and Chartered Accountant (ACA) with more than 29 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 GFS Singapore, China Footwear Services, Bata Indonesia, Bata Malaysia, Bata Thailand, Bata Sri Lanka and Bata Bangladesh.

Name of the Companies in which Mr. Sinha holds Directorship other than Bata India Limited:

Serial No.	Name of the Company	Designation
1.	Global Footwear Services Pte. Ltd.	Director
2.	Bata Shoe Company of Ceylon Limited	Director
3.	Bata Exports (Pvt.) Ltd.	Director
4.	Bata Shoe Company (Bangladesh) Limited	Director
5.	China Footwear Services Ltd.	Supervisory Director
6.	Bata (Thailand ) Limited	Director
7.	BT Holding Company Limited	Director
8.	Bata (Malaysia) Sdn Bhd	Company Director
9.	Global Footwear Services (Malaysia) Sdn Bhd	Company Director
10.	PT. Sepatu Bata Tbk.	Member of Board of Commissioner

Mr. Sinha does not hold Directorship in any company in India other than Bata India Limited. Mr. Sinha is a Member of the Audit Committee and the Nomination and Remuneration Committee of Bata India Limited.

There is no inter-se relationship between Mr. Sinha and other Directors and Key Managerial Personnel of the Company.

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

**Item No. 5: Appointment of Mr. Christopher MacDonald Kirk as a Director of the Company, liable to retire by rotation**

Mr. Christopher MacDonald Kirk (Mr. Kirk), aged 59 years, is British Citizen and holds a degree of Bachelor in Science with Honors from the University of Wales, United Kingdom. Mr. Kirk had started his career in April-1981 with SGS Group, the World's largest testing and Inspection Company and later became the General Manager of the Company's operations in New Zealand and held a number of senior positions in Thailand, Ghana, Singapore and Australia. He was appointed to Operations Council in 2002, which is the management body of SGS Group and was subsequently appointed as the Chief Operating Officer of South East Asia / Pacific Region and then in 2003 as Executive Vice President - Minerals & Environment Services based in Geneva. Mr. Kirk was also responsible for the cross-sectorial Collateral Management business.

Mr. Kirk became the Chief Executive Officer (CEO) of the SGS Group in November-2006 and held the position till his retirement in March-2015. The SGS Group has over 80,000 personnel in 150 countries worldwide. As CEO, Mr. Kirk had varied international experience with a focus on Europe, Africa and Asia. He had key leadership experience in both regional and business line roles. As CEO, Mr. Kirk re-organized, re-energized and led changes throughout the entire organization resulting in significantly improved profitability, a flatter structure and faster, cleaner lines of communication. Under his leadership the Company had 24 direct reports on the Operations Council. Improvements in growth and margin, including organic growth of almost 8% p.a. were reported during his tenure of 8.5 years. After retiring as CEO, Mr. Kirk was elected to the Board of Directors of SGS.

Mr. Kirk joined the Board of Compass Limited of Bata Shoe Organization 3 years ago at the request of Mr. Thomas G. Bata and accepted the position as the Chairman of the Board of Directors of Compass Limited since July-2015.

Name of the Companies in which Mr. Kirk holds Directorship other than Bata India Limited:

Serial No.	Name of the Company	Designation
1.	Compass Limited	Chairman
2.	SGS SA	Director

Mr. Kirk does not hold Directorship in any company in India other than Bata India Limited. Mr. Kirk is a Member of the Audit Committee, the Nomination and Remuneration Committee and the Risk Management Committee of Bata India Limited.

There is no inter-se relationship between Mr. Kirk and other Directors and Key Managerial Personnel of the Company. Mr. Kirk does not hold any share in the Company.

**Item No. 6: Re-appointment of Mr. Rajeev Gopalakrishnan as the Managing Director of the Company**

Mr. Rajeev Gopalakrishnan (Mr. Gopalakrishnan), aged 51 years, has been with Bata Shoe Organization (BSO) for more than a quarter of a century. A Mechanical Engineer, Mr. Gopalakrishnan joined BSO in 1990, where he served at various senior positions including Managing Director - Bata Thailand, Managing Director - Bata Bangladesh and Managing Director - Retail of Bata India before becoming the Managing Director of Bata India Limited in 2011.

Today, Bata India enjoys a strong pan India retail network of over 1,265 stores including 1,121 Bata, 102 Hush Puppies, and 42 Footin stores, in over 500 cities. Mr. Gopalakrishnan introduced the 'Footin' retail format in 2012 to sell affordable footwear and accessories targeted at young adults. The network of Bata India today comprises of more than 300 distributors and over 15,000 independent footwear dealers across the country.



Mr. Gopalakrishnan's achievements and vision have earned him the 'Retail Professional of the Year' in CMO Asia Summit at the Asia Retail Conference in 2015. He was also honored with the 'Udyog Ratna Award' and 'Certificate of Excellence and Gold Medal' by The Institute of Economic Studies in 2014. Recently, Mr. Gopalakrishnan was awarded the EY Entrepreneur of the Year 2015 (Finalist Award).

Name of the Companies in which Mr. Gopalakrishnan holds Directorship other than Bata India Limited:

Serial No.	Name of the Company	Designation
1.	China Footwear Services Limited	Chairman
2.	Bata Shoe Company (Bangladesh) Limited	Chairman
3.	Bata Properties Limited	Director
4.	Bata Shoe Company of Ceylon Limited	Director
5.	Way Finders Brands Limited	Director

Mr. Gopalakrishnan does not hold Directorship in any listed company in India other than Bata India Limited. Mr. Gopalakrishnan does not hold any membership in any committee of the Board of Directors of the aforesaid Companies. Mr. Gopalakrishnan is a Member of the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee and the Chairman of the Risk Management Committee of Bata India Limited.

Number of Board Meetings attended by Mr. Gopalakrishnan and details of his last drawn salary are provided in the Corporate Governance Section of this Annual Report.

There is no inter-se relationship between Mr. Gopalakrishnan and other Directors and Key Managerial Personnel of the Company.

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

#### **Item Nos. 7 & 8: Appointment of Mr. Ram Kumar Gupta as a Whole-time Director of the Company**

Mr. Ram Kumar Gupta (Mr. Gupta), aged 57 years, is a Bachelor of Commerce with Honors and a Chartered Accountant (FCA) with over 30 years of experience in different positions in Bata Shoe Organization (BSO). Mr. Gupta joined Bata India in July-1986 and had an extremely successful and rewarding career. His last assignment in Bata India was as Senior Vice President-Finance from January 2011 till January 2013.

Mr. Gupta was assigned a challenging role as Finance Director-Bata Shoe Company Kenya Ltd. in February 2013, position which he held till his relocation to India in July 2015. In this overseas assignment, in addition of Bata-Kenya, he was also made responsible for the finance operations in Bata Shoe Company Uganda Limited and Bata Shoe Company Tanzania Limited. The Companies in India, Kenya, Tanzania and Uganda have recorded record profits and improved profit margins through various cost control techniques and innovative methods during his tenure. Mr. Gupta has attended various courses in BSO including *Adminco* and *Bata Finance-E Learning*.

Name of the Companies in which Mr. Gupta holds Directorship other than Bata India Limited:

<b>Serial No.</b>	<b>Name of the Company</b>	<b>Designation</b>
1.	Bata Properties Limited	Director
2.	Coastal Commercial & Exim Limited	Director
3.	Way Finders Brands Limited	Director

Mr. Gupta does not hold Directorship in any listed company in India other than Bata India Limited. Mr. Gupta does not hold any membership in any committee of the Board of Directors of the aforesaid Companies. Mr. Gupta is a Member of the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee and the Risk Management Committee of Bata India Limited.

There is no inter-se relationship between Mr. Gupta and other Directors and Key Managerial Personnel of the Company.

Mr. Gupta holds 56 Equity Shares of Rs. 5/- each, fully paid-up in the Company.

**ROUTE MAP TO THE AGM VENUE**  
**“Kalamandir”, 48, Shakespeare Sarani, Kolkata - 700 017**

