

BATA PROPERTIES LIMITED

ANNUAL REPORT 2014-15

BATA PROPERTIES LIMITED

CIN: U70101WB1987PLC042839
Telephone: +91 33 3980 2001 | Fax: +91 33 2289 5748
E-Mail ID: corporate.relations@bata.com

Board of Directors

Mr. Rajeev Gopalakrishnan
Mr. Ranjit Mathur
Mr. Maloy Kumar Gupta
Mr. Deepak Kumar Jajodia (*upto September 8, 2014*)

Auditors

M/s. Arun K. Agarwal & Associates
Chartered Accountants (Reg. No.: 003917N)
105, First Floor, South Ex. Plaza 1
389, Masjid Moth, South Extn Part II
New Delhi - 110 049

Company Secretary in Wholetime Practice

M/s. S. M. Gupta & Co.
P- 15, Bentick Street
Kolkata - 700 001

Bankers

State Bank of India

Registered Office

6A, S.N. Banerjee Road
Kolkata 700 013.

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NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of Bata Properties Limited ('the Company') will be held at the Taj Chambers, Taj Bengal Hotel, 34B, Belvedere Road, Kolkata - 700 027 on Tuesday, August 4, 2015 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet of the Company as on March 31, 2015, the Statement of Profit & Loss for the fifteen month period ended on that date, Notes to Financial Statements, Auditors' Report and Directors' Report thereon.
2. To appoint Mr. Maloy Kumar Gupta (DIN: 05315284), who retires by rotation and being eligible offers himself for re-appointment, as a Director, liable to retire by rotation.
3. To re-appoint 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 provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s. Arun K. Agarwal & Associates, Chartered Accountants (Registration No.: 003917N), 105, First Floor, South Ex. Plaza I, 389, Masjid Moth, South Extension - Part II, New Delhi - 110 049, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and that the Board of Directors of the Company be and are hereby authorized to determine the remuneration payable to them."

By Order of the Board

MALOY KUMAR GUPTA
Director
(DIN: 05315284)

Place : Gurgaon
Date : May 26, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

In terms of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 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.

2. The Companies Act, 2013 under Section 2(41) mandates all the Companies to have a uniform financial year commencing from April 1 and ending on March 31. At the Board Meeting held on November 5, 2014 it was decided to change the Financial Year of the Company from January-December to April-March. Accordingly, the last Financial Year of the Company was extended up to March 31, 2015 covering a period of fifteen months commencing from January 1, 2014. Henceforth, the Company shall follow its Financial Year starting from April 1 every year and ending on March 31 in the subsequent year.

BATA PROPERTIES LIMITED

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the Twenty Eighth Annual Report together with Audited Accounts of the Company for the fifteen month period ended on March 31, 2015.

FINANCIAL RESULTS

Particulars

Net Profit/(Loss) before Tax for the period
Less: Provision for Taxation
Net Profit /(Loss) after Tax for the period

Fifteen Month period ended on 31.03.2015
2,532
755
<u>1,777</u>

(Rs. '000s)

Twelve Month period ended on 31.12.2013
1,944
580
<u>1,364</u>

OPERATIONS

The Company is predominantly engaged in letting out property on lease/rent. No new property has been acquired or disposed off, during the fifteen month period ended on March 31, 2015.

CHANGE IN FINANCIAL YEAR

The Companies Act, 2013 under Section 2(41) mandates all the Companies to have a uniform financial year commencing from April 1 and ending on March 31. At the Board Meeting held on November 5, 2014 it was decided to change the Financial Year of the Company from January-December to April-March. Accordingly, the last Financial Year of the Company was extended up to March 31, 2015 covering a period of fifteen months commencing from January 1, 2014. Henceforth, the Company shall follow its Financial Year starting from April 1 every year and ending on March 31 in the subsequent year.

DIVIDEND

In view of inadequate profits, your Directors do not recommend any dividend for the fifteen month period under review.

DIRECTORS

Mr. Deepak Kumar Jajodia resigned from the Board of Directors of the Company with effect from September 8, 2014. Your Board places on record their sincere appreciation for the valuable contributions made by Mr. Deepak Kumar Jajodia during his tenure as Director on the Board of your Company.

In accordance with the provisions of the Companies Act, 2013, Rules framed thereunder and the Articles of Association of your Company, Mr. Maloy Kumar Gupta ('Mr. Gupta'), Director is due to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Board is of the opinion that continued association of Mr. Gupta with your Board will be of immense benefit to your Company and, therefore, recommends his re-appointment.

STATUTORY AUDITORS

The Statutory Auditors of the Company - Messrs. Arun K. Agarwal & Associates, Chartered Accountants, retire at the ensuing Annual General Meeting of the Company and have given their consent for re-appointment. Your Company has received a certificate confirming their eligibility to be re-appointed as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and Rules framed thereunder.

RESPONSE TO THE COMMENTS/OBSERVATIONS MADE BY THE STATUTORY AUDITORS IN THEIR REPORT TO THE MEMBERS

Auditors' Report read with Annexure referred to in Paragraph 3 of the Auditors' Report do not contain any qualification/reservation and do not call for any explanation/clarification from your Board.

HOLDING COMPANY

Bata India Limited continues to be the Holding Company of your Company as the entire paid up share capital of your Company is held by Bata India Limited jointly with its nominees.

SUBSIDIARY COMPANY

Coastal Commercial & Exim Limited continues to be a wholly owned subsidiary of your Company. In terms of Section 212(1) of the Companies Act, 1956, the Accounts, Reports and Statements for the fifteen month period ended on March 31, 2015 of

BATA PROPERTIES LIMITED

DIRECTORS' REPORT (Contd.)

Coastal Commercial & Exim Limited are attached to the Balance Sheet of the Company for the fifteen month period ended on March 31, 2015.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

A) CONSERVATION OF ENERGY:

The Company has no factory/manufacturing unit. Hence provisions of Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable.

B) TECHNOLOGY ABSORPTION:

The Company is engaged in the business of lease of property. Hence provisions of Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company does not cater to export markets. Hence there was no foreign exchange earnings and outgo during the fifteen month period under review.

PARTICULARS OF EMPLOYEES

During the fifteen month period under review, the Company had no employee drawing remuneration as prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended.

PUBLIC DEPOSITS

The Company has not accepted any deposit from the public under Section 58A of the Companies Act, 1956 and the Companies Act 2013 and the Rules framed thereunder(to the extent applicable), during the fifteen month period under review.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956

The Directors hereby confirm:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures, if any;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial period and of the profit of the Company for that period;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the co-operation and support received from the Holding Company, the bankers, the Government Authorities and other stakeholders.

For and on behalf of the Board of Directors

Place : Gurgaon
Date : May 26, 2015

RANJIT MATHUR
Director
(DIN: 03551291)

MALOY KUMAR GUPTA
Director
(DIN: 05315284)

BATA PROPERTIES LIMITED**FORM NO. MGT - 9****EXTRACT OF ANNUAL RETURN**

as on the fifteen month period ended 31.03.2015

*[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]***I. REGISTRATION AND OTHER DETAILS**

CIN	U70101WB1987PLC042839
Registration Date	14.08.1987
Name of the Company	Bata Properties Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	6A, S. N. Banerjee Road, Kolkata - 700 013; Telephone: (033) 3980 2001
Whether listed company	NO
Name, address and contact details of Registrar and Transfer Agent, if any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Leasing of property	99721129	35%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Bata India Limited 27B, Camac Street, 1st Floor, Kolkata - 700 016	L19201WB1931PLC007261	Holding	100	2(46)
2.	Coastal Commercial & Exim Limited 16A, Shakespeare Sarani, Kolkata - 700 071	U51311WB1991PLC053364	Subsidiary	100	2(87)

BATA PROPERTIES LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the period				No. of Shares held at the end of the period				% Change during the period
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	4851000	4851000	100	0	4851000	4851000	100	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1):	0	4851000	4851000	100	0	4851000	4851000	100	0
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	0	4851000	4851000	100	0	4851000	4851000	100	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual Shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)									
Sub-Total (B)(2):	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	4851000	4851000	100	0	4851000	4851000	100	0

BATA PROPERTIES LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the period			Shareholding at the end of the period			% change in shareholding during the period
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Bata India Limited, the Holding Company and through its nominees	4851000	100	0	4851000	100	0	0
Total	4851000	100	0	4851000	100	0	0

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the period		Cumulative Shareholding during the period	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the period	4851000	100		
Datewise Increase / Decrease in Promoters Shareholding during the period specifying the reasons for increase / decrease allotment / transfer / bonus / sweat equity etc):	NO CHANGE DURING THE PERIOD			
At the end of the period			4851000	100

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the period		Cumulative Shareholding during the period	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
		NIL			

BATA PROPERTIES LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the period		Cumulative Shareholding during the period	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. Mr. Rajeev Gopalakrishnan, Director				
At the beginning of the period	–	–	–	–
Date wise Increase/Decrease in shareholding during the period specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.):	–	–	–	–
At the end of the period	–	–	–	–
2. Mr. Ranjit Mathur, Director				
At the beginning of the period	–	–	–	–
Date wise Increase/Decrease in shareholding during the period specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.):	–	–	–	–
At the end of the period	–	–	–	–
3. Mr. Maloy Kumar Gupta, Director (Shares held by Bata India Limited jointly with Maloy Kumar Gupta)				
At the beginning of the period	–	–	–	–
Date wise Increase/Decrease in shareholding during the period specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.):	–	–	–	–
At the end of the period	–	–	–	–

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial period				
i) Principal Amount	–	–	–	–
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	–	–	–	–
Change in Indebtedness during the financial period				
Addition	–	–	–	–
Reduction	–	–	–	–
Net Change	–	–	–	–
Indebtedness at the end of the financial period				
i) Principal Amount	–	–	–	–
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	–	–	–	–

BATA PROPERTIES LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. in Millions)

Sl. No.	Particulars of Remuneration	Rajeev Gopalakrishnan, Director	Ranjit Mathur, Director	Maloy Kumar Gupta, Director	Deepak Kumar Jajodia, Director (upto Sept 8, 2014)	Total Amount
1	Gross Salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites under Section 17(2) Income-Tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-Tax Act, 1961	-	-	-	-	-
2	Stock Options	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- others, specify....	-	-	-	-	-
5	Others, please specify....	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other Directors: (Rs. in Millions)

Sl. No.	Particulars of Remuneration	Independent Directors	Other Non-Executive Directors	Total Amount
	Fee for attending Board/Committee Meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (B)			
	Total Managerial Remuneration (Total A + Total B)	-	-	-
	Overall Ceiling as per the Act	-	-	-

BATA PROPERTIES LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. in Millions)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary	-	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	-	-	-	-
	(b) Value of perquisites under Section 17(2) Income-Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY Penalty Punishment Compounding			NIL		
B. DIRECTORS Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			NIL		

BATA PROPERTIES LIMITED

AUDITORS' REPORT

To,
The Members of
BATA PROPERTIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **BATA PROPERTIES LIMITED** ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 1956 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the PROFIT for the period ended on that date;
- c) in the case of Cash Flow Statement, of the cash flows for the period ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of section 227(4A) of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

BATA PROPERTIES LIMITED

AUDITORS' REPORT (Contd.)

- (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account of the Company;
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013;
- (e) On the basis of the written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 274(1)(g) of the Act, 1956;

For Arun K. Agarwal & Associates
Chartered Accountants
FR No. : 003917N

Arun Kumar Agarwal
(Partner)
M. No. : 082899

Place : New Delhi
Date: May 26, 2015

Referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements" of our report of even date

- i) a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b. As explained to us, all the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification as compared with available record.
- c. The Company has not disposed off any substantial part of its fixed assets during the year.
- ii) The Company does not have any stock therefore Para 4 (ii) of the order is not applicable.
- iii) According to the information and explanation given to us, the company has not taken or granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, para 4 (iii)(b),(c) and (d) of the order are not applicable on the Company.
- iv) According to the information and explanations given to us and the Records verified by us, there is adequate internal control procedure commensurate with the size of the Company and nature of its business.
- v) a. In our opinion, there are no transactions, which are to be entered in the register pursuant of section 301 of the Companies Act, 1956. Accordingly, the provisions of Paragraph 4(v)(b) of the Order is not applicable to Company and hence not commented upon.
- vi) As informed to us, the Company has not accepted any deposit from the public during the year within the meaning of section 58A or 58AA of the Companies Act 1956 and the rules framed there under. Therefore, the directives issued by the reserve bank of India are not applicable
- vii) In our opinion, the internal audit system is commensurate with the size of the Company and the nature of its business.
- viii) As per information and explanations given to us, the Central Government has not prescribed maintenance of cost record u/s 209(1)(d) of the Companies Act 1956.
- ix) a. According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues applicable to it.
- b. According to the information and explanation given to us, there are no dues in respect of Income tax, wealth tax, excise duty, custom duty, service tax and cess that have not been deposited with the appropriate authorities on account of any dispute.

BATA PROPERTIES LIMITED

AUDITORS' REPORT (Contd.)

- x) The company does not have accumulated losses; therefore Paragraph 4(x) of the order is not applicable. The Company has not incurred cash losses in the current financial year and preceding financial year
- xi) The company does not have any dues to a financial institution or bank and does not issued any type of debenture. Accordingly Paragraph 4(xi) of the order is not applicable
- xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly Paragraph 4(xii) of the order is not applicable.
- xiii) The company is not a chit fund or a nidhi mutual benefit fund/society. Therefore Paragraph 4(xiii) of the order is not applicable.
- xiv) The company is not dealing in or trading in shares, securities, debentures and other investments. Therefore Paragraph 4(xiv) of the Order is not applicable.
- xv) According to the information and explanation given to us, the company has not given any guarantees for loan taken by other from banks of financial institution.
- xvi) The company has not raised any term loan during the year therefore Paragraph 4(xvi) is not applicable.
- xvii) On the basis of an overall examination of the balance sheet of the company, no funds raised on short term basis have been used for long term investment or vice versa.
- xviii) The company has not made any preferential allotment of shares; accordingly Para 4(xviii) of the order is not applicable.
- xix) The company has not issued any debentures. Accordingly Para 4(xix) of the Order is not applicable.
- xx) The company has not raised any money by public issue during the year. Accordingly Para 4(xx) of the Order is not applicable.
- xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For Arun K. Agarwal & Associates
Chartered Accountants
FR No. : 003917N

Arun Kumar Agarwal
(Partner)
M. No. : 082899

Place : New Delhi
Date: May 26, 2015

BATA PROPERTIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015

	Note	31 March 2015 (Rs. in '000s)	31 Dec 2013 (Rs. in '000s)
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUND			
Share Capital	3	48,510	48,510
Reserves & Surplus	4	(9,602)	(11,379)
		<u>38,908</u>	<u>37,131</u>
CURRENT LIABILITIES			
Other Current Liabilities	5	71	42
Short-term Provisions	5	4,460	3,705
		<u>4,531</u>	<u>3,747</u>
		<u>43,439</u>	<u>40,878</u>
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
Tangible Assets	6	19,252	19,455
		<u>19,252</u>	<u>19,455</u>
Non Current Investment	7	500	500
Long-term loans and advances	8	4,629	3,852
		<u>24,381</u>	<u>23,807</u>
CURRENT ASSETS			
Cash and bank balances	10	51	253
Other Current Assets	9	19,007	16,818
		<u>19,058</u>	<u>17,071</u>
		<u>43,439</u>	<u>40,878</u>
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements			

As per our report of even date

For Arun K. Agarwal & Associates

Firm Registration No. 3917N

Chartered Accountants

Arun Kumar Agarwal

Partner

Membership No. 082899

Place : New Delhi

Date : May 26, 2015

For and on behalf of the Board of Directors

Ranjit Mathur

Director

DIN: 03551291

Maloy Kumar Gupta

Director

DIN : 05315284

BATA PROPERTIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE FIFTEEN MONTH PERIOD ENDED 31ST MARCH, 2015

	Note	31 March 2015 (Rs. in '000s)	31 Dec 2013 (Rs. in '000s)
Income			
Revenue from Operations	11	968	774
Other Income	11	1,816	1,403
Total revenue (I)		2,784	2,177
Expenditure			
Other Expenses	12	49	71
Depreciation and amortization expenses		203	162
Profit before tax		2,532	1,944
Tax Expenses			
Current tax		755	580
Total tax expense		755	580
Profit for the year		1,777	1,364
Earnings per equity share[nominal value of share Rs.10 (31 December 2013:Rs.10)]			
Basic			
Computed on the basis of profit for the period	15	0.37	0.28
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements			

As per our report of even date

For Arun K. Agarwal & Associates

Firm Registration No. 3917N

Chartered Accountants

Arun Kumar Agarwal

Partner

Membership No. 082899

Place : New Delhi

Date : May 26, 2015

For and on behalf of the Board of Directors

Ranjit Mathur

Director

DIN: 03551291

Maloy Kumar Gupta

Director

DIN : 05315284

BATA PROPERTIES LIMITED

CASH FLOW STATEMENT FOR THE FIFTEEN MONTH PERIOD ENDED 31ST MARCH, 2015

	Note	31 March 2015 (Rs. in '000s)	31 Dec 2013 (Rs. in '000s)
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax		2,532	1,944
Non-cash adjustment to reconcile profit before tax to net cash flow			
Depreciation and amortisation	6	203	162
Interest income	11	(1,815)	(1,353)
Operating Profit before Working Capital Changes		920	753
Increase/(decrease) in other current liabilities	5	29	(446)
Increase/(decrease) in loans and advances	8	(175)	-
Cash Generated from/(used in) operations		774	307
Direct taxes paid (net of refunds)		(777)	(1,739)
Net Cash Flow from/ (used in) operating activities (A)		(3)	(1,432)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Investment in Fixed Deposit		(17,873)	(15,246)
Realisation of Fixed Deposit		15,246	11,532
Interest on Fixed deposit		2,428	187
Net Cash used in investing activities (B)		(199)	(3,527)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Net Cash realised from Financing activities (C)		-	-
Net increase/ (decrease) in Cash and Cash equivalent (A+B+C)		(202)	(4,959)
Cash and Cash equivalent at the beginning of the year	10	253	5,212
Cash and Cash equivalent at the end of the year		51	253
Components of Cash and Cash Equivalents			
Balances with Scheduled Bank on			
Current account	10	51	253
Deposits		17,873	15,246
		17,924	15,499
Deposits having maturity period more than 3 months		(17,873)	(15,246)
Cash and Cash Equivalents in Cash Flow Statement		51	253
Summary of significant accounting policies	2.1		

As per our report of even date

For Arun K. Agarwal & Associates

Firm Registration No. 3917N
Chartered Accountants

Arun Kumar Agarwal

Partner
Membership No. 082899
Place : New Delhi
Date : May 26, 2015

For and on behalf of the Board of Directors

Ranjit Mathur

Director
DIN: 03551291

Maloy Kumar Gupta

Director
DIN : 05315284

BATA PROPERTIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED 31ST MARCH, 2015

1. Corporate information

The Company deals with land and building either as an investor, developer, taken/ given on lease and/ or on rent. The Company is also in the business of purchase or acquisition of apartments, houses, flats, rooms, floors or other accommodation and to let or dispose of the same on installment basis or by outright sale.

2. Basis of Preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year, except for the changes in accounting policy explained below.

2.1 Summary of significant accounting policies

a. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operation during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

b. Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes duties (net of Cenvat), taxes, incidental expenses and erection / commissioning expenses incurred upto the date the asset is ready for its intended use.

The carrying amounts are reviewed at each balance sheet date when required to assess whether they are recorded in excess of their recoverable amounts, and where carrying values exceed this estimated recoverable amount, assets are written down to their recoverable amount. Depreciation on fixed assets have been provided as per the Companies Act, 2013 considering the useful life of assets as specified in Schedule-II.

c. Depreciation

Depreciation on fixed assets is calculated on useful life of assets using the useful lives as specified in Schedule II of Companies Act, 2013. Accordingly carrying amount of assets at beginning of the year have been depreciated considering the remaining useful lives of the assets as specified in Schedule II of Companies Act, 2013. Carrying amount for building as at beginning of the year has to be depreciated for the balance useful life of 30 years, hence depreciation charged for the period accordingly.

d. Leases

Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs etc. are recognised immediately in the statement of profit and loss.

BATA PROPERTIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED 31ST MARCH, 2015 (Contd.)

e. Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

f. Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Rental income is accounted for on accrual basis. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

g. Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

h. Earnings Per Share [Basic & Diluted]

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

i. Provisions

A provision is recognised when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

j. Cash and Cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

BATA PROPERTIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED 31ST MARCH, 2015 (Contd.)

3. SHARE CAPITAL	31 March 2015 Rs. in '000s		31 Dec 2013 Rs. in '000s	
Authorised shares				
9,990,000 (31 Dec 2013: 9,990,000) equity shares of Rs.10/- each	99,900		99,900	
1,000 (31 Dec 2013: 1,000) Preference Shares of Rs. 100/- each	100	100,000	100	100,000
Issued & Subscribed and fully paid-up shares				
(i) 1,000 (31 Dec 2013: 1,000) equity shares of Rs. 10/- each	10		10	
(ii) 4,850,000 (31 Dec 2013: 4,850,000) Equity Shares of Rs. 10/- each issued for consideration other than cash	48,500	48,510	48,500	48,510
	48,510	48,510	48,510	48,510
a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period				
Equity shares	31.03.2015		31.12.2013	
	No. of Shares	Rs. in '000s	No. of Shares	Rs. in '000s
At the beginning of the period	48,51,000	48,510	48,51,000	48,510
Issued during the period	—	—	—	—
Outstanding at the end of the period	48,51,000	48,510	48,51,000	48,510
b) Terms/rights attached to equity shareholders				
The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.				
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
c) Shares held by holding/ultimate holding Company and/or their subsidiaries/associates				
Out of equity shares issued by the Company, shares held by its holding Company, ultimate holding Company and their subsidiaries and associates are as below:	31 March 2015 Rs. in '000s		31 Dec 2013 Rs. in '000s	
Bata India Limited, the holding Company and through its nominees 4,851,000 (31 Dec 2013: 4,851,000) equity share of Rs.10 each fully paid	48,510		48,510	
d) Details of Shareholders Holding more than 5% of Shares in the Company	31 March 2015		31 Dec 2013	
	No.	% shareholding in the class	No.	% shareholding in the class
Equity shares of Rs. 10 each fully paid				
Bata India Limited, Holding Company	48,51,000	100.00%	48,51,000	100.00%

BATA PROPERTIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED 31ST MARCH, 2015 (Contd.)

4 RESERVES & SURPLUS	31 March 2015 Rs. in '000s	31 Dec 2013 Rs. in '000s	
a) Capital Reserve (Profit on Forfeited Shares)	2	2	
b) Surplus/(deficit) in the statement of profit and loss			
Balance as per last financial statement	(11,381)	(12,745)	
Profit for the period	1,777 (9,604)	1,364 (11,381)	
Total reserve and surplus	(9,602)	(11,379)	
5 OTHER CURRENT LIABILITIES & SHORT TERM PROVISIONS			
OTHER CURRENT LIABILITIES			
Trade Payables	71	42	
	71	42	
SHORT-TERM PROVISIONS			
Income Tax Payable	4,460	3,705	
	4,460	3,705	
6 TANGIBLE ASSETS			
	Land	Building	Total
At Cost			
At 1 Jan 2013	11,772	9,944	21,716
Additions	—	—	—
Disposals	—	—	—
At 31 Dec 2013	11,772	9,944	21,716
Additions	—	—	—
Disposals	—	—	—
At 31 March 2015	11,772	9,944	21,716
Depreciation			
At 1 Jan 2013	—	2,099	2,099
Charge for the Year	—	162	162
At 31 Dec 2013	—	2,261	2,261
Charge for the period	—	203	203
Disposals	—	—	—
At 31 March 2015	—	2,464	2,464
Net Block			
At 31 Dec 2013	11,772	7,683	19,455
At 31 March 2015	11,772	7,480	19,252

BATA PROPERTIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED 31ST MARCH, 2015 (Contd.)

7. NON-CURRENT INVESTMENTS	31 March 2015 Rs. in '000s		31 Dec 2013 Rs. in '000s	
Unquoted equity instruments Investment in subsidiaries 50,000 (31 Dec 2013: 50,000) Equity shares of Rs. 10 each fully paid up in Coastal Commercial & Exim Limited	500	500	500	500
8. LOANS AND ADVANCES	Non-current		Current	
Security deposit Unsecured, Considered good (A)	46	46	—	—
Other loans and advances Receivable from Bata India Ltd Advance Income-tax (B)	—	—	175	—
Total (A+B)	4,583	3,806	175	—
9. OTHER ASSETS	Non-current		Current	
Bank balance (Refer note 10 below) (A)	—	—	17,873	15,246
Others Interest accrued on Fixed deposits (B)	—	—	959	1,572
Total (A+B)	—	—	17,873	15,246
10. CASH AND BANK BALANCES	Non-current		Current	
Cash and cash equivalents Balance with banks: On current accounts Cheques on hand	—	—	51	253
Other bank balances Deposit with original maturity for more than 12 months Deposit with original maturity for more than 3 months but less than 12 months	—	—	17,481	15,246
Amount disclosed under non-current / current assets	—	—	392	—
	—	—	17,873	15,246
	—	—	(17,873)	(15,246)
	—	—	51	253

BATA PROPERTIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED 31ST MARCH, 2015 (Contd.)

11. REVENUE FROM OPERATIONS & OTHER INCOME	31 March 2015 Rs. in '000s	31 Dec 2013 Rs. in '000s
REVENUE FROM OPERATIONS		
Sale of Services		
-Rental Income	968	774
	968	774
OTHER INCOME		
Interest on		
Bank deposits	1,815	1,353
Other non-operating income	1	50
	1,816	1,403
12. OTHER EXPENSES		
Auditors Remuneration (Refer Note 17)	45	42
Rates & Taxes	3	27
Miscellaneous Expenses	1	1
Professional Expenses	—	1
	49	71
13. The provision for Income tax for the current accounting period ended 31st March, 2015 has been made on the basis of the profit for the aforesaid accounting year and as per the rates in force during the year. The entity's rental income is assessed under the head "Income from House Property" and as such there are no timing differences requiring accounting for deferred taxes as per AS-22.		
14. Earnings Per Share (EPS)		
	31.03.2015	31.12.2013
Profit as per statement of profit & loss (Amount in 000's)	1,777	1,364
Weighted average number of equity shares	48,51,000	48,51,000
Basic earnings per share (Rs.)	0.37	0.28
Nominal value of share (Rs.)	10	10
15. Mutation of names in respect of the premises in favour of the Company is pending.		
16. Segment Reporting		
The Company's business activity primarily falls within a single business segment i.e. renting of premises. The Company operates only in one geographical segment i.e. domestic. Since there is neither more than one business segment nor more than one geographical segment, segment information as per AS 17 is not required to be disclosed.		

BATA PROPERTIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED 31ST MARCH, 2015 (Contd.)

17	Auditors remuneration includes	(Amount in 000's)	
	Particulars	2015	2013
	Statutory Audit fees	25	22
	Tax Audit	12	12
	Out of Pocket Expenses	8	8
	Total	45	42
18	(i) Related Party Disclosure		
	Nature of relationship	Name	
	A Holding Company	: Bata India Limited	
	B Parent of the Holding Company	: Bata (BN) B.V. Amsterdam	
	C Key Management Person	: Rajiv Gopalakrishnan Director Deepak Kumar Jajodia Director (up to 08.09.2014) Ranjit Mathur Director Maloy Kumar Gupta Director	
	D Enterprises owned or controlled by Key Managerial Person	: Nil	
	E Enterprises having Key Managerial Person in Common	: River Bank Developers Private Limited (A joint venture between Holding Company "Bata India Limited" and Calcutta Metropolitan Group Limited)	
	F Subsidiary	: Coastal Commercial & Exim Limited	
	G Subsidiary of Holding Company	: Way Finders Brands Limited	
19	(ii) Related Party Transaction details		
	Transaction with Holding Company		
	A Expenses paid by Bata India Limited on behalf of Bata Properties Limited (Amount in 000's)		
	Name of the Party	Year	Transaction Value
	Bata India Limited	2015	625
	Bata India Limited	2013	1,649
			Outstanding Balance
			175
			-
	B Rental Income (Amount in 000's)		
	Name of the Party	Year	Transaction Value
	Bata India Limited	2015	968
	Bata India Limited	2013	774
20	The company has changed its financial year ending from 31st December to 31st March and these accounts are prepared for 15 months ended on 31-03-2015. Therefore the figures of previous year are not comparable to that extent.		
As per our report of even date			
For Arun K. Agarwal & Associates		For and on behalf of the Board of Directors	
Firm Registration No. 3917N Chartered Accountants			
Arun Kumar Agarwal		Ranjit Mathur	Maloy Kumar Gupta
Partner		Director	Director
Membership No. 082899		DIN: 03551291	DIN : 05315284
Place : New Delhi			
Date : May 26, 2015			