

## BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

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

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### NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighty Fifth Annual General Meeting of the Members of Bata India Limited ('the Company') will be held at '**KALAMANDIR**', **48, Shakespeare Sarani, Kolkata - 700017** on **Friday, July 20, 2018 at 10:00 a.m.**, to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.
2. To declare a Dividend for the financial year ended March 31, 2018. The Board recommends a Dividend of Rs. 4/- per Equity Share of Rs. 5/- each, fully paid-up.
3. To appoint a Director in place of Mr. Christopher MacDonald Kirk (DIN: 07425236), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. To appoint Mr. Sandeep Kataria as a Director of the Company

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

"**RESOLVED THAT** Mr. Sandeep Kataria (DIN: 05183714), who was appointed as an Additional Director on the Board of Directors of the Company on November 14, 2017 to hold office upto 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, liable to retire by rotation."

##### 5. To appoint Mr. Sandeep Kataria as the Whole-time Director and Chief Executive Officer of the Company and to fix his remuneration

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 2(18), 2(94), 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, consent of the Company be and is hereby accorded to the appointment of Mr. Sandeep Kataria (DIN: 05183714), as the Whole-time Director and Chief Executive Officer of the Company (with such other designation or designations as the Board of Directors may determine and deem fit to confer on Mr. Sandeep Kataria from time to time) for a period of five consecutive years with effect from November 14, 2017 on the terms and conditions contained in the Agreement executed by and between Mr. Sandeep Kataria 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 by and between Mr. Sandeep Kataria and the Company from time to time."

**By Order of the Board**

Place : Gurugram  
Date : May 22, 2018

**ARUNITO GANGULY**  
*Assistant Vice President,*  
**Company Secretary & Compliance Officer**  
ICSI Membership No.: FCS 9285

**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. 4 and 5 of the accompanying Notice are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EIGHTY FIFTH ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of the Members not exceeding fifty and holding in aggregate not more than 10% of the total 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 Members.

3. Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided hereunder.
4. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed in page no. 181 of Annual Report and forms part of this Notice.
5. 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 AGM 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 AGM.
6. Any Member desirous of receiving any information on the Financial Statements or operations of the Company is requested to forward his / her queries to the 'Share Department' of the Company at the Registered Office at least seven working days prior to the AGM, so that the required information can be made available at the AGM.
7. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, 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. Members holding shares in physical mode should file their nomination with the Company or with M/s. R & D Infotech Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company, at their address given in the Annual Report, whilst those Members holding shares in demat / electronic mode should file their nomination with their Depository Participants (DPs). The Nomination Form SH-13 and SH-14 are available on the website of the Company, i.e., [www.bata.in](http://www.bata.in) at "Investor Information" under "Investor Relations" category.
8. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Wednesday, July 11, 2018 to Friday, July 20, 2018 (both days inclusive).
9. Dividend on Equity Shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2018, if declared, at the AGM, will be paid to:
  - i. those Members whose names appear in the Register of Members of the Company at the end of business hours on Tuesday, July 10, 2018, after giving effect to all valid share transfers in physical mode lodged with the Company / RTA on or before Tuesday, July 10, 2018.

- ii. those 'Beneficial Owners' entitled thereto, in respect of shares held in electronic mode, whose names shall appear in the statements of beneficial ownership furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Tuesday, July 10, 2018.
10. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Passbook particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified / submitted directly to their respective DPs.
11. Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is 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), National Automated Clearing House (NACH) wherever ECS / RTGS / NEFT / NACH and bank details are available. In absence of electronic facility, Companies are required to mandatorily print bank details of the investors on '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, Companies shall mandatorily print the address of the investor on such payment instruments.
12. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their Folio numbers and in case their shares are held in the dematerialized mode, Members are requested to quote their DP Id and Client Id.
13. Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed / unpaid dividends up to the financial year ended December 31, 1993 were transferred to the General Revenue Account of the Central Government. Consequent upon amendments of erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Companies Act, 2013, and subsequent amendments thereof, the amount of dividend for the subsequent years remaining unclaimed / unpaid for a period of seven years or more from the date they first become due for payment, including the amounts which were transferred to General Revenue Account, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Government of India.
14. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Company has transferred 229948 underlying Equity Shares, in aggregate in respect of 2401 Members on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority maintained with National Securities Depository Limited (NSDL).
15. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the IEPF Rules as amended from time to time, the Equity Shares in respect of which dividend remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. In this regard, the Company had informed the Members concerned through letter(s) and subsequently through publication of Notice(s) in daily Newspapers, viz., 'The Business Standard' and 'Ei Samay' advising them to claim their unclaimed / unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website, i.e., [www.bata.in](http://www.bata.in), the complete list of Members along with relevant details pertaining to unclaimed / unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat Account of the IEPF Authority. Members may view the aforesaid details on the website of the Company, i.e., [www.bata.in](http://www.bata.in) under the 'Investor Relations' category.
16. Members are informed that once the unclaimed / unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares. The eligible Members are entitled to claim

such unclaimed / unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claim. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund webpage of IEPF Authority's website for claiming the dividend amount / shares has been provided on the Company's website, i.e., [www.bata.in](http://www.bata.in) under the "Investor Relations" category.

17. The Company has requested the Members vide its letter dated January 25, 2018 who have not encashed their dividend warrant for the financial year ended December 31, 2010 onwards, to claim the amount of dividend from the Company immediately. The unclaimed / unpaid dividend amount, if not encashed before the due date as mentioned in Point No.18 below will be transferred to IEPF established by the Government of India.
18. During the financial year ended March 31, 2018, the Company has deposited a sum of Rs. 894294/- (Rupees Eight Lacs Ninety Four Thousand Two Hundred and Ninety Four only) into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend for the financial year ended December 31, 2009. The due dates for transfer of the unclaimed / unpaid dividend relating to subsequent years to IEPF are as follows:

<b>Dividend for the Financial Year ended</b>	<b>Due date for transfer to IEPF</b>
December 31, 2010	02/08/2018
December 31, 2011	04/07/2019
December 31, 2012	09/07/2020
December 31, 2013	26/06/2021
March 31, 2015*	09/09/2022
March 31, 2016	08/09/2023
March 31, 2017	22/08/2024

\* The financial year ended March 31, 2015 comprised of fifteen months from January 1, 2014 to March 31, 2015.

19. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the 'Share Department' of the Company at the Registered Office or to M/s. R & D Infotech Pvt. Limited, the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
20. As per Regulation 40(7) of the Listing Regulations 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 copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA 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).
21. Members are requested to kindly note that if physical documents viz. Demat Request Forms (DRF) and Share Certificates, etc. are not received from their DPs by the 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 taken on the advice of NSDL and CDSL, 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 DPs to the RTA. This note is only to caution Members that they should ensure that their DPs do not delay in sending the DRF and Share Certificates to the RTA after generating the DRN.

22. The Ministry of Corporate Affairs (MCA), Government of India has introduced '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 e-mail Id, please communicate the same to the Company or its RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your DPs concerned in respect of shares held 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 Initiative of the MCA and to protect our environment.

23. Members are requested to bring and produce the Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for admission to the AGM Hall.
24. 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, 1<sup>st</sup> Floor, Kolkata - 700016, West Bengal. 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, Gurugram-122002, Haryana. Inspection by the Members can be done on any working day between 11:00 a.m. and 1:00 p.m. upto the date of AGM of the Company and shall also be available at the venue of the AGM.

## 25. 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 amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members to transact business at the AGM of the Company by voting through electronic means. In this regard, the Company has engaged the services of 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 venue and the Members attending the AGM 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:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

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

**DETAILS ON STEP 1 ARE GIVEN BELOW:**

How to Login to NSDL e-Voting website?

1. Open the web browser by typing the URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a Mobile.
2. Click on icon “Login” available under “Shareholder” section.
3. Enter your User Id, Password and also a verification code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can login at <https://eservices.nsdl.com> with your existing IDEAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e., directly to cast your vote electronically.

4. Your User Id details are given below :

Manner of holding shares i.e., in Demat Account or in Physical Form	Your User Id is:
a) For Members who hold shares in Demat Account with NSDL.	8 Character DP Id followed by 8 Digit Client Id. For example if your DP Id is IN300*** and Client Id is 12***** then your User Id is IN300***12*****
b) For Members who hold shares in Demat Account with CDSL.	16 Digit DP Id and Client Id. For example if your DP Id and Client Id is 12***** then your User Id is 12*****
c) For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456 then User Id is 101456001***

5. Your Password details are given below:
  - a. If you are already registered with NSDL for remote e-voting then you can use your existing User Id and Password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you are required to retrieve the “Initial Password” which was communicated to you. Once you retrieve your “Initial Password”, you need to enter the “Initial Password” and the system will direct you to change your “Initial Password”.
  - c. How to retrieve your “Initial Password”?
    - (i) Open the e-mail and open the PDF file viz.: “BataIndiaLimited\_e-voting.pdf”. The Password to open the pdf file is your 8 digit Client Id of NSDL Demat Account or the last 8 digits of Client Id of CDSL Demat Account or Folio Number for shares held in Physical form. The said PDF file contains your User Id and “Initial Password” for remote e-voting purpose.
    - (ii) If your e-mail Id is not registered, your “Initial Password” is communicated to you on your registered postal address.
6. If you are unable to retrieve or have not received the “Initial Password” or have forgotten your Password:
  - a. If you are holding shares in Demat Account with NSDL or CDSL, click on icon “Forgot User Details / Password?” available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b. If you are holding shares in physical mode, click on icon “Physical User Reset Password?” available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the Password by following aforesaid two options, you can send your request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your DP Id and Client Id / Folio Number, your PAN, your name and your registered postal address.
7. Tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now click on icon “Login”.
  9. Home page of remote e-voting opens.

#### **DETAILS ON STEP 2 ARE GIVEN BELOW:**

How to cast your vote electronically on NSDL e-Voting system?

1. Click on remote e-voting: “Active Voting Cycles”.
2. Select “EVEN” of Bata India Limited.
3. Now you are ready for remote e-voting as “Cast Vote” page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and thereafter click on icon “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you have confirmed after voting on the Resolution, you will not be allowed to modify your vote.

#### **GENERAL GUIDELINES FOR MEMBERS**

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter, etc. 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).
2. It is strongly recommended not to share your Password with any other person and you must take utmost care to keep your Password confidential. Login to e-voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will require to reset the Password by clicking on the icon “Forgot User Details / Password” or “Physical User Reset Password” available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. 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 or Mr. Supratim Mitra, Asst. Vice President, NSDL, at Telephone Nos. (033) 22814662 / 22904246 or at e-mail id: [supratimm@nsdl.co.in](mailto:supratimm@nsdl.co.in) or alternatively at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). For any further assistance, you may contact Mr. Jyotirmoy Banerjee, Investor Relations Manager at Telephone No. (033) 2289 5796 or at e-mail id: [share.dept@bata.com](mailto:share.dept@bata.com).
4. 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).
5. The remote e-voting period commences on Tuesday, July 17, 2018 (09:00 a.m.) and ends on Thursday, July 19, 2018 (05:00 p.m.). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date of July 13, 2018, 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 a Member, the Member shall not be allowed to change it subsequently.

6. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date i.e., July 13, 2018.
7. Any person, who acquires shares in the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e., July 13, 2018, may obtain the Login User Id and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [share.dept@bata.com](mailto:share.dept@bata.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing User Id and Password for casting your vote.
8. 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 venue through electronic means, if not participated through remote e-voting.
9. Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries (Membership No.: FCS-3381 and C.P. No. 4882), Narayani Building, Room No. 107, 1<sup>st</sup> Floor, 27, Brabourne Road, Kolkata – 700001, has been appointed by the Board of Directors of the Company as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
10. The Chairman shall at the AGM allow voting, with the assistance of Scrutinizer, by use of electronic means for all those Members who are present at the AGM and did not cast their votes by availing the remote e-voting facility.
11. 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 presence of at least two witnesses, not in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, within 48 hours of conclusion of the AGM, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith. The resolution(s) shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.
12. The declared results along with the report of the scrutinizer shall be placed on the Company's website i.e., [www.bata.in](http://www.bata.in) under "Investor Relations" category and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The same shall be communicated by the Company to the 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 in Kolkata and at the Corporate Office in Gurugram.

#### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (AS AMENDED)**

##### **Item Nos. 4 & 5: Appointment of Mr. Sandeep Kataria (DIN: 05183714) as a Director and also as the Whole-time Director and Chief Executive Officer of the Company and fixing his remuneration**

Mr. Sandeep Kataria (Mr. Kataria) is a business leader with more than two and half decades of experience in the consumer and retail industry across the developing and developed markets.

Mr. Kataria was appointed as the Country Manager of Bata India Limited with effect from August 1, 2017. Prior to joining Bata India Limited, Mr. Kataria was at Vodafone India as its Chief Commercial Officer. An IIT-Delhi and XLRI Jamshedpur alumnus has held general management and top sales & marketing posts at Yum Restaurants - Owners of KFC, Pizza Hut and Taco Bell in India & Europe. His longest stint of more than 17 years was at the consumer goods Company, Unilever, where he was responsible for building and managing Indian and global markets across Home & Personal Care categories and well-known brands like Lux, Lifebuoy, Rin & Comfort.

Mr. Kataria, aged about 48 years, was appointed as an Additional Director of the Company at the Board Meeting held on November 14, 2017. In terms of Section 161 of the Companies Act, 2013, he holds office



upto the date of the Eighty Fifth Annual General Meeting (AGM) of the Company. At the said Meeting held on November 14, 2017, based on the recommendations 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 applicable Regulation(s) of the Listing Regulations and the Nomination and Remuneration Policy of the Company, the Board also appointed Mr. Kataria as the Whole-time Director and Chief Executive Officer and a Key Managerial Person of the Company, for a period of five consecutive years with effect from November 14, 2017, subject to approval of the Members of the Company at the forthcoming AGM.

Pursuant to the provisions contained in Article 107 of the Articles of Association of the Company, the period of office of Mr. Kataria as the Whole-time Director of the Company shall be liable to determination by retirement of directors by rotation at every AGM.

In terms of the provisions of the Companies Act, 2013, Mr. Kataria has filed requisite consent(s) before the Board. The Company has also received an intimation from Mr. Kataria 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 proposing the candidature of Mr. Kataria, as a Director of the Company.

The Company has entered into an Agreement dated November 15, 2017 with Mr. Kataria containing therein, *inter alia*, the remuneration and authority, powers, rights and obligations of Mr. Kataria during his tenure as the Whole-time Director and Chief Executive Officer of the Company. The said remuneration paid / payable to Mr. Kataria has been revised with effect from January 1, 2018 based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors at its Board Meeting held on May 22, 2018, as detailed below:

Basic Salary	: Rs. 1,53,75,000/- per annum, payable monthly.
Special Allowance	: Rs. 60,28,500/- per annum, payable monthly.
House Rent Allowance	: Rs. 20,00,000/- per annum, payable monthly.
Incentive	: Rs. 1,05,47,250/- per annum.
Car & Driver	: Rs. 10,40,000/- per annum.
Education Allowance	: Rs. 10,00,000 /- per annum.
Insurance Premium	: Rs. 25,60,000/-per annum.
Variable Pay	: Long Term Incentive Plan (LTIP) not exceeding USD 5,00,000 (in equivalent INR) shall be payable after 3 years.
Retirement Benefits	: As per Rules of the Company.
Leave Entitlement	: As per Rules of the Company.
Notice Period	: Six Months.

In addition to the above, Mr. Sandeep Kataria would also be entitled to a Retention Bonus as may be mutually agreed to between Mr. Sandeep Kataria and the Company, subject to maximum amount of Rs. 50,00,000/- (Rupees Fifty Lacs only).

The aforesaid remuneration of Mr. Kataria 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 resolution provides that the Company will have the liberty to vary the terms of

appointment of Mr. Kataria including increase in remuneration within the limits prescribed under the Act as may be mutually agreed to between Mr. Kataria and the Company from time to time. The Company shall enter into a Supplementary Agreement with Mr. Kataria for his revision in remuneration with effect from January 1, 2018, draft whereof was approved at the Board Meeting held on May 22, 2018.

Copies of the aforesaid Agreements shall be available for inspection without payment of fees by any Member of the Company at the Registered Office of the Company situated at 27B, Camac Street, 1<sup>st</sup> Floor, Kolkata – 700016 and also at the Corporate Office of the Company at Bata House, 418/02, Mehrauli Gurgaon Road, Sector - 17, Gurugram - 122002, on any working day between 11:00 A.M. and 1:00 P.M., upto and including the date of AGM and also at the venue of the Eighty Fifth AGM of the Company.

The brief resume of Mr. Kataria, 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. Mr. Kataria holds 100 Equity Shares of Rs. 5/- each, fully paid-up in the Company. After his appointment, Mr. Kataria has attended all the Meetings of the Board of Directors of the Company held during the year.

Name of the Companies in which Mr. Kataria holds directorship other than Bata India Limited are:

Sl. No.	Name of the Company	Designation
1.	Bata Properties Limited	Additional Director
2.	Coastal Commercial & Exim Limited	Additional Director
3.	Way Finders Brands Limited	Additional Director

Mr. Kataria does not hold Directorship in any listed Company in India other than Bata India Limited. Mr. Kataria does not hold any membership in any committee of the Board of Directors of the aforesaid Companies. Mr. Kataria is a Member of the Management Committee and the Risk Management Committee of Bata India Limited.

Except Mr. Kataria and his relatives, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in Resolution Nos. 4 and 5 as contained in the Notice.

Considering the knowledge, experience and expertise of Mr. Kataria in the field of consumer and retail industry, the Board is of opinion that appointment of Mr. Kataria as the Whole-time Director and Chief Executive Officer of the Company shall be of immense benefit to the Company.

The Board recommends Resolution No. 4 as an Ordinary Resolution and Resolution No. 5 as a Special Resolution for approval by the Members of the Company at the forthcoming AGM.

**By Order of the Board**

**ARUNITO GANGULY**  
**Assistant Vice President,**  
**Company Secretary & Compliance Officer**  
ICSI Membership No.: FCS 9285

Place : Gurugram  
Date : May 22, 2018

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

[Pursuant to Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI]

#### Item No. 3: Re-appointment of Mr. Christopher MacDonald Kirk (DIN: 07425236) as a Director of the Company, liable to retire by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013, Rules framed thereunder and the Articles of Association of your Company, Mr. Christopher MacDonald Kirk, Director, is due to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Company has received necessary disclosures and declarations from Mr. Christopher MacDonald Kirk under the Companies Act, 2013 and the Listing Regulations, confirming his eligibility to be re-appointed as a Director of the Company, liable to retire by rotation.

Mr. Kirk, aged about 62 years, is a British Citizen and holds a Degree of Bachelor in Science with Honors from 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 and 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. As CEO, Mr. Kirk had varied international experience with a focus on Europe, Africa and Asia. He has key leadership experience in both regional and business line roles. He was also part of the senior leadership team tasked with restructuring the SGS Group. 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 (BSO) 5 years ago at the request of Mr. Thomas G. Bata and accepted the position as Chairman of the Compass Board as of July 2015. Name of the Companies / Bodies Corporate in which Mr. Kirk holds Directorship other than Bata India Limited are:

Sl. No	Name of the Companies / Bodies Corporate	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.

Except Mr. Kirk and his relatives, no other Director or Key Managerial Personnel of the Company or their relatives, is concerned or interested financially or otherwise, in Resolution No. 3 as contained in the Notice.

The Board recommends Resolution No. 3 as an Ordinary Resolution for approval by the Members of the Company at the forthcoming AGM.

#### Item Nos. 4 & 5: Appointment of Mr. Sandeep Kataria (DIN: 05183714) as a Director and also as the Whole-time Director and Chief Executive Officer of the Company and fixing his remuneration

Mr. Kataria is a business leader with more than two and half decades of experience in the consumer and retail industry across the developing and developed markets.

Mr. Kataria was appointed as the Country Manager of Bata India Limited with effect from August 1, 2017. He was appointed to the Board of Directors of Bata India Limited with effect from November 14, 2017 as the Whole-time Director and Chief Executive Officer for a period of five consecutive years.

Prior to joining Bata India Limited, Mr. Kataria was at Vodafone India as its Chief Commercial Officer. An IIT-Delhi and XLRI Jamshedpur alumnus, he has held general management and top sales & marketing posts at Yum Restaurants - Owners of KFC, Pizza Hut and Taco Bell in India & Europe. His longest stint of more than 17 years was at the consumer goods Company, Unilever, where he was responsible for building and managing Indian and global markets across Home & Personal Care categories and well-known brands like Lux, Lifebuoy, Rin & Comfort.

Mr. Kataria does not hold Directorship in any listed Company in India other than Bata India Limited. He is a Member of the Management Committee and Risk Management Committee of Bata India Limited.

Mr. Kataria is an Additional Director on the Board of three wholly-owned subsidiaries of Bata India Limited i.e., Bata Properties Limited, Coastal Commercial & Exim Limited and Way Finders Brands Limited. Mr. Kataria does not hold any membership in any committee of the Board of Directors of the aforesaid subsidiary Companies.

There is no inter-se relationship between Mr. Kataria and other Directors and Key Managerial Personnel of the Company. Mr. Kataria holds 100 Equity Shares of Rs. 5/- each, fully paid-up in the Company.

**By Order of the Board**

**ARUNITO GANGULY**  
**Assistant Vice President,**  
**Company Secretary & Compliance Officer**  
ICSI Membership No.: FCS 9285

Place : Gurugram  
Date : May 22, 2018

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

