

Date: July 8, 2019

The Manager Corporate Relationship Department BSE Limited 1 st Floor, New Trading Wing, Rotunda Building, P J Towers, Dalal Street, Fort, <u>Mumbai - 400001</u>	The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), <u>Mumbai - 400051</u>	The Secretary The Calcutta Stock Exchange Limited 7, Lyons Range, <u>Kolkata - 700001</u>
BSE Security Code: 500043	NSE Symbol: BATAINDIA	CSE Scrip Code: 10000003

Dear Sirs,

Subject: Notice convening the 86th Annual General Meeting (AGM) and Book Closure Dates for the purpose of the 86th AGM and Dividend entitlement for the financial year ended March 31, 2019

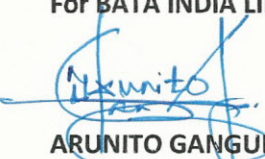
In continuation to our letter dated May 24, 2019 and in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Notice convening the 86th AGM of the Members of Bata India Limited ('the Company') scheduled to be held on **Friday, August 2, 2019** at 10:00 a.m. at 'KALAMANDIR', 48, Shakespeare Sarani, Kolkata - 700017.

In this connection, we would also like to inform that in compliance with the provisions of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Share Transfer Books and Register of Members of the Company shall remain closed from **Wednesday, July 24, 2019 to Friday, August 2, 2019** (both days inclusive) for the purpose of 86th AGM and payment of Dividend to the shareholders / beneficial owners who will be entitled to receive dividend @ Rs. 6.25 per Equity Share of Rs. 5/- each (i.e., 125%) fully paid-up of the Company for the financial year ended March 31, 2019, if declared at the ensuing AGM.

We request you to take the same on record.

Thanking you.

Yours faithfully,
For BATA INDIA LIMITED


ARUNITO GANGULY (FCS 9285)
Assistant Vice President,
Company Secretary & Compliance Officer

Encl.: As above

Copy to: (i) National Securities Depository Limited (NSDL)
(ii) Central Depository Services (India) Limited (CDSL)
(iii) R & D Infotech Private Limited (RTA)

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

Registered Office : 27B, Camac Street, 1st Floor, Kolkata-700016, West Bengal || Tel : 033 23014400 || Fax : (033) 22895748

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

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

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

Telephone: +91 33 2301 4400 | 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 Eighty Sixth Annual General Meeting of the Members of Bata India Limited ('the Company') will be held at '**KALAMANDIR**', 48, **Shakespeare Sarani, Kolkata - 700017** on **Friday, August 2, 2019** 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, 2019 (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, 2019. The Board recommends a Dividend of Rs. 6.25 per Equity Share of Rs. 5/- each, fully paid-up.
3. To appoint a Director in place of Mr. Ram Kumar Gupta (DIN: 01125065), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**4. To appoint Mr. Ashok Kumar Barat as an Independent Director of the Company**

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

"RESOLVED THAT Mr. Ashok Kumar Barat (DIN: 00492930), who was appointed as an Additional Director on the Board of Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 with effect from December 17, 2018, to hold office up to the date of this Meeting, be and is hereby appointed a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from December 17, 2018 be and is hereby approved."

5. To appoint Mr. Alberto Michele Maria Toni as a Director of the Company

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

"RESOLVED THAT Mr. Alberto Michele Maria Toni (DIN: 08358691), who was appointed as an Additional Director on the Board of Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 with effect from February 12, 2019, to hold office up to the date of this Meeting, be and is hereby appointed a Director of the Company and his office will be liable to retirement by rotation."

6. To re-appoint Mr. Akshaykumar Narendrasinhji Chudasama as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Akshaykumar Narendrasinhji Chudasama (DIN: 00010630), who was appointed as an Independent Director at an Extraordinary General Meeting of the Company held on August 4, 2014 for a term of 5 (five) consecutive years be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from August 4, 2019 up to August 3, 2024."

7. To re-appoint Ms. Anjali Bansal as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Anjali Bansal (DIN: 00207746), who was appointed as an Independent Director at an Extraordinary General Meeting of the Company held on August 4, 2014 for a term of 5 (five) consecutive years be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from August 4, 2019 up to August 3, 2024.”

By Order of the Board

ARUNITO GANGULY

Assistant Vice President,

Company Secretary & Compliance Officer

ICSI Membership No.: FCS 9285

Place : Gurugram

Date : May 24, 2019

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, 5, 6 and 7 of the accompanying Notice are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EIGHTY SIXTH 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. A Proxy Form is annexed in page no. 199 of this Annual Report.

3. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (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 under a separate heading, which forms part of this Notice.
4. As required under SS-2 issued by the ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to 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 respective Depository Participants (DPs). The Nomination Form SH-13 and SH-14 are available on the website of the Company, i.e., 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 24, 2019 to Friday, August 2, 2019 (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, 2019, 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 23, 2019, after giving effect to all valid share transfers in physical mode lodged with the Company / RTA on or before Tuesday, July 23, 2019.
 - 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 23, 2019.
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 the 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 earlier 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 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. Accordingly, the Company has transferred 248928 (including 18980 Equity Shares transferred during the financial year 2018-19) underlying Equity Shares, in aggregate in respect of 2611 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 NSDL.
15. The Company has requested the Members vide its letter dated January 25, 2019 to those who have not encashed their dividend warrant for the financial year ended December 31, 2011 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 into the specified bank account of the IEPF, established by the Government of India.

16. The Company had also informed the Members concerned through letter(s) and subsequently through publication of Notice(s) in daily Newspapers, viz., 'Business Standard' and 'Ei Samay' advising Members 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 under the 'Investor Relations' category, the complete list of Members along with relevant details pertaining to unclaimed / unpaid dividend for the year ended December 31, 2011 onwards, seven consecutive years or more and the corresponding shares liable to be transferred to the Demat Account of the IEPF Authority.
17. 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 such dividend amount / shares has been provided on the Company's website, i.e., www.bata.in under the "Investor Relations" category.
18. During the financial year ended March 31, 2019, the Company has deposited a sum of Rs. 12,24,176/- (Rupees Twelve Lakhs Twenty Four Thousand One Hundred and Seventy Six only) into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend for the financial year ended December 31, 2010. The due dates for transfer of the unclaimed / unpaid dividend relating to subsequent years to IEPF are as follows:

Dividend for the Financial Year ended	Due date for transfer to IEPF
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
March 31, 2018	24/08/2025

* 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 had mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. In this regard, M/s. R & D Infotech Pvt. Ltd, the Registrar and Share Transfer Agent (RTA) of the Company had issued three letters to the shareholders dated July 12, 2018, August 14, 2018 and September 20, 2018 requesting the Members to submit their PAN and Bank Account details to the 'Share Department' of the Company at the Company's Registered Office or to the RTA of the Company. In the same letter the Members were also informed that pursuant to SEBI Notification dated June 8, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with a depository w.e.f. December 5, 2018. The said date was further extended vide SEBI circular till April 1, 2019.
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). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
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, such 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 from

its lodgement. 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 compliance 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 to participate in the Green Initiative of the MCA and to protect our environment.

23. Members are requested to bring and produce their Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for admission to the AGM venue.
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, 1st 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. up to 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 physical mode, click on icon “Physical User Reset Password?” available on 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.
- (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 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 with a copy marked to 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.
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 or call on Toll Free No.: 1800 222 990 or Mr. Supratim Mitra, Asst. Vice President, NSDL, at Telephone Nos. (033) 22904243 / 22904246 or at e-mail id: supratimm@nsdl.co.in or alternatively at 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.
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 30, 2019 (09:00 a.m.) and ends on Thursday, August 1, 2019 (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 Friday, July 26, 2019, 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., Friday, July 26, 2019.
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., Friday, July 26, 2019, may obtain the Login User Id and Password by sending a request at evoting@nsdl.co.in or 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, 1st 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 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

Item No. 4: Appointment of Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company

Mr. Ashok Kumar Barat (Mr. Barat) was appointed as an Additional Director (Category: Independent Director) of the Company with effect from December 17, 2018 through circular resolution dated December 12, 2018. In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of this AGM of the Company. Based on the recommendations of the Nomination and Remuneration Committee (NRC) of the Board and in compliance with the provisions of Sections 149, 152 of the Companies Act, 2013, the Rules framed thereunder read with Schedule IV to the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Nomination and Remuneration Policy of the Company, the Board appointed Mr. Barat as an Independent Director of the Company, for a term of 5 (five) consecutive years with effect from December 17, 2018, subject to approval of the Members of the Company at the ensuing AGM. The period of office of Mr. Barat as the Independent Director of the Company shall not be liable to determination by retirement of directors by rotation at every AGM.

Mr. Barat is a Fellow Member of the Institute of Chartered Accountants of India and a Fellow Member of the Institute of Company Secretaries of India. He has held responsible and senior leadership positions in various Indian and multinational organizations, both in India and overseas. He is on the Board of several other companies and advises businesses on governance, performance and is also holding the office of the Vice President of the Council of EU Chambers of Commerce in India.

Mr. Barat is a past President of the Bombay Chamber of Commerce and Industry and currently is a member of the Managing Committee of ASSOCHAM. He is a Certified Mediator empanelled with the Ministry of Corporate Affairs, Government of India. He is a regular speaker at public forums particularly supporting family businesses, start-ups and SMEs from overseas looking at establishing and growing their business footprint in India.

In terms of the provisions of the Companies Act, 2013, Mr. Barat has filed requisite consent(s) / disclosures before the Board. The Company has also received an intimation from Mr. Barat in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company. As required under Regulation 25(8) of Listing Regulations, Mr. Barat has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, Mr. Barat meets the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Rules framed thereunder read with Regulation 16 of the Listing Regulations and that he is independent of the management. Mr. Barat is entitled to sitting fees for attending the meetings of the Board and its Committee(s) and also for Commission on Net Profits of the Company not exceeding 1% in aggregate (together with all Non-Executive Independent Directors) as computed in the manner referred to in Section 198 of the Companies Act, 2013 and Rules framed thereunder.

The necessary documents relating to his appointment shall be open for inspection by the Members at the Registered Office of the Company at 27B, Camac Street, 1st 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. up to the date of AGM of the Company and shall also be available at the venue of the AGM till the conclusion of the AGM.

Necessary information(s) in compliance with Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Barat has been provided separately in a table and also in 'Report on Corporate Governance'.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Barat, as a Director of the Company.

Except Mr. Barat 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. 4 as contained in the Notice.

Considering the knowledge, background, experience and expertise of Mr. Barat, the NRC and the Board are of the view that the appointment of Mr. Barat as an Independent Director of the Company shall be of immense benefit to the Company.

The Board recommends Resolution No. 4 as an Ordinary Resolution for approval by the Members.

Item No. 5: Appointment of Mr. Alberto Michele Maria Toni (DIN: 08358691) as a Director of the Company

Mr. Alberto Michele Maria Toni (Mr. Toni) was appointed as an Additional Director (Category: Non-Executive Director) of the Company at the Board Meeting held on February 12, 2019. In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of this AGM of the Company. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, pursuant to Section 152 of the Companies Act, 2013, the Rules framed thereunder read with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Nomination and Remuneration Policy of the Company, proposed the appointment of Mr. Toni as a Director (Category: Non-Executive Director) of the Company for the approval of Members by way of an Ordinary Resolution. The period of office of Mr. Toni as the Director of the Company shall be liable to determination by retirement of directors by rotation at every AGM.

Mr. Toni has held several senior leadership positions at market-leading organisations in Europe and Latin America. He began his career as a Chartered Accountant in primary consulting firms in Italy, before moving to the FMCG industry with Heineken, where he held positions of increasing seniority during his 18 year tenure at the company. He also worked with Deoleo, the global market leader in olive oil, listed at the Madrid Stock Exchange in Spain, as its Chief Financial Officer and was also a central part of the leadership team steering the ambitious transformation of the business.

Mr. Toni is the Chief Financial Officer and Executive Committee Member of the Bata Group. He is responsible for all aspects of finance management for the Group globally. In addition, he is in charge of Supply Chain, Information Technology and the Bata Industrial business unit.

Mr. Toni graduated in Economics from the Università Cattolica del Sacro Cuore of Milan. He is a Chartered Accountant, a Certified Tax Advisor and has attended executive education programs at Harvard Business School and INSEAD.

In terms of the provisions of the Companies Act, 2013, Mr. Toni has filed requisite consent(s) / disclosures before the Board. The Company has also received an intimation from Mr. Toni in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

Mr. Toni does not hold Directorship in any Company in India other than Bata India Limited. Other necessary information(s) in compliance with Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Toni has been provided separately in a table.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Toni, as a Director of the Company.

Except Mr. Toni 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. 5 as contained in the Notice.

Considering the knowledge, experience and expertise of Mr. Toni, the Board is of opinion that appointment of Mr. Toni as a Non-Executive Director of the Company shall be of immense benefit to the Company.

The Board recommends Resolution No. 5 as an Ordinary Resolution for approval by the Members.

Item No. 6: Re-appointment of Mr. Akshaykumar Narendrasinhji Chudasama (DIN: 00010630) as an Independent Director of the Company

Mr. Akshaykumar Narendrasinhji Chudasama (Mr. Chudasama) was appointed as an Independent Director of the Company at an Extraordinary General Meeting held on August 4, 2014 and who holds office up to August 3, 2019 and is eligible for re-appointment.

In terms of provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of the Company, but such Independent Director shall be eligible for re-appointment for another term of up to 5 (five) consecutive years after passing of Special Resolution.

The Board of Directors of the Company, based on the outcome of performance evaluation process and on recommendation of the Nomination and Remuneration Committee (NRC), proposed the re-appointment of Mr. Chudasama as an Independent Director for the approval of Members by way of Special Resolution, for second term of 5 (five) consecutive years not liable to retire by rotation, from August 4, 2019 to August 3, 2024.

Mr. Chudasama is the Managing Partner of Shardul Amarchand Mangaldas & Co. and heads the firm's practice in the Mumbai Region. He has expertise in cross-border M&A and Private Equity across a range of sectors. He advises both foreign companies entering India and Indian companies in their outbound acquisitions. Mr. Chudasama holds a degree in

Bachelors of Arts (BA) from St. Xavier's College (University of Bombay) and is a Law Graduate from the London School of Economics (University of London), UK. He is enrolled as an Advocate with the Bar Council of Maharashtra and Goa, and as a Solicitor with the Law Society (England and Wales). He is also enrolled with the Bombay Bar Association, the International Bar Association and the Inter-Pacific Bar Association and is a member of Entrepreneurs' Organization and Young Presidents' Organization.

Mr. Chudasama has been practicing law since 1994. He was a partner at AZB & Partners for over 3 years and thereafter at J. Sagar Associates (JSA) for almost 10 years. He has addressed several prestigious domestic and international seminars and conferences on various aspects related to his practice. He also serves *inter alia* as a Director on the Boards of Apollo Tyres Ltd. and Raymond Ltd.

In terms of the provisions of the Companies Act, 2013, Mr. Chudasama has filed requisite consent(s) / disclosures before the Board. The Company has also received an intimation from Mr. Chudasama in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be re-appointed / continue as a Director in any Company. As required under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Mr. Chudasama has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, Mr. Chudasama meets the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Rules framed thereunder read with Regulation 16 of the Listing Regulations and that he is independent of the management. Mr. Chudasama is entitled to sitting fees for attending the meetings of the Board and its Committee(s) and also for Commission on Net Profits of the Company not exceeding 1% in aggregate (together with all Non-Executive Independent Directors) as computed in the manner referred to in Section 198 of the Companies Act, 2013 and Rules framed thereunder.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Chudasama, as a Director of the Company.

Necessary information(s) in compliance with Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Chudasama has been provided separately in a table and also in 'Report on Corporate Governance'.

Considering the contribution made by Mr. Chudasama during his current tenure, his knowledge, experience and understanding of Company's business, the NRC and the Board of Directors are of the view that the continued association of Mr. Chudasama would be valuable to the Company.

The necessary documents relating to his appointment shall be open for inspection by the Members at the Registered Office of the Company at 27B, Camac Street, 1st 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. up to the date of AGM of the Company and shall also be available at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and Listing Regulations, the re-appointment of Mr. Chudasama as an Independent Director is now being proposed before the Members for their approval by way of a Special Resolution.

Except Mr. Chudasama 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. 6 as contained in the Notice.

The Board recommends Resolution No. 6 as a Special Resolution for approval by the Members.

Item No. 7: Re-appointment of Ms. Anjali Bansal (DIN: 00207746) as an Independent Director of the Company

Ms. Anjali Bansal (Ms. Bansal) was appointed as an Independent Director of the Company at an Extraordinary General Meeting held on August 4, 2014 and she holds office up to August 3, 2019 and is eligible for re-appointment.

In terms of provisions of Section 149 (10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of the Company, but such Independent Director shall be eligible for re-appointment for another term of up to 5 (five) consecutive years after passing of Special Resolution.

The Board of the Directors of the Company, based on the outcome of performance evaluation process and on recommendation of the Nomination and Remuneration Committee (NRC), proposed the re-appointment of Ms. Bansal as an Independent Director for the approval of Members by way of Special Resolution, for a second term of 5 (five) consecutive years not liable to retire by rotation, from August 4, 2019 to August 3, 2024.

Ms. Anjali Bansal currently chairs NITI Aayog Women Entrepreneurship Platform Investment Council. She has founded Avaana Capital, a fund platform that invests in the scaling up of growth stage businesses. She was previously global Partner and Managing Director with TPG Growth PE, Spencer Stuart India- Founder CEO, and strategy consultant with McKinsey and Co. in New York and India. She serves as an independent non-executive director on the boards of GlaxoSmithKline (GSK) Pharmaceuticals India, Tata Power as well as Delhivery. She is on the Advisory Board of the Columbia University Global Centers, South Asia. She was also the former Non-Executive Chairperson of Dena Bank. Previously, she chaired the India Board of Women's World Banking, a leading global livelihood-promoting institution and continues to be an advisor to SEWA. She is a member of the Young Presidents' Organization.

She has been listed as one of the "Most Powerful Women in Indian Business" by India's leading publication, Business Today, and as one of the "Most Powerful Women in Business" by Fortune India. Ms. Bansal is an active contributor to the dialogue on corporate governance and diversity and serves on the Managing Committee of the Indian Venture Capital Association, Angel Investor and mentor to Facebook SheLeadsTech, NITI Aayog's Atal Innovation Mission and others. She has a Bachelors in Computer Engineering from Gujarat University and a Masters in International Finance and Business from Columbia University.

In terms of the provisions of the Companies Act, 2013, Ms. Bansal has filed requisite consent(s) / disclosures before the Board. The Company has also received an intimation from Ms. Bansal in Form DIR-8 to the effect that she is not disqualified and further confirmed that she is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be re-appointed / continue as a Director in any Company. As required under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Ms. Bansal has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Ms. Bansal meets the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Rules framed thereunder read with Regulation 16 of the Listing Regulations and that she is independent of the management. Ms. Bansal is entitled to sitting fees for attending the meetings of the Board and its Committee(s) and also for Commission on Net Profits of the Company not exceeding 1% in aggregate (together with all Non-Executive Independent Directors) as computed in the manner referred to in Section 198 of the Companies Act, 2013 and Rules framed thereunder.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Ms. Bansal, as a Director of the Company.

Necessary information(s) in compliance with Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Ms. Bansal has been provided separately in a table and also in 'Report on Corporate Governance'.

Considering the contribution made by Ms. Bansal during her current tenure, her knowledge, experience and understanding of Company's business, the NRC and the Board of Directors are of the view that the continued association of Ms. Bansal would be valuable to the Company.

The necessary documents relating to her appointment shall be open for inspection by the Members at the Registered Office of the Company at 27B, Camac Street, 1st 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. up to the date of AGM of the Company and shall also be available at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and Listing Regulations, the re-appointment of Ms. Bansal as an Independent Director is now being proposed before the Members for their approval by way of a Special Resolution.

Except Ms. Bansal and her relatives, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 7 as contained in the Notice.

The Board recommends Resolution No. 7 as a Special Resolution for approval by the Members.

By Order of the Board

Place : Gurugram
Date : May 24, 2019

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

INFORMATION RELATING TO THE APPOINTMENT / RE-APPOINTMENT OF DIRECTOR(S) AT THE EIGHTY SIXTH ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the ICSI]

Re-appointment of Mr. Ram Kumar Gupta (DIN: 01125065) 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. Ram Kumar Gupta (Mr. Gupta), Director is due to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. Mr. Gupta was appointed as the Director Finance and Chief Financial Officer of the Company at the 83rd AGM held on August 4, 2016, as a director liable to retire by rotation.

Mr. Gupta is a Bachelor of Commerce with Honours [B. Com. (Hons.)] and a Chartered Accountant (FCA) with over 32 years of experience in different positions in Bata Shoe Organization (BSO). He joined Bata India in July 1986 and has 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 of Bata Shoe Company Kenya Ltd. in February 2013, which he held till his relocation to India in July 2015. In this overseas assignment, along with Bata Kenya, he was also made responsible for the finance operations of Bata Shoe Company Uganda Limited and Bata Shoe Company Tanzania Limited. The companies, during his tenure in India, Kenya, Tanzania and Uganda have achieved record profits with improved profit margins through various cost saving initiatives and innovative methods. Mr. Gupta has attended various courses in BSO including Adminco and Bata Finance - E Learning.

In terms of the provisions of the Companies Act, 2013, Mr. Gupta has filed requisite consent(s) / disclosures before the Board, confirming his eligibility to be re-appointed as a Director of the Company, liable to retire by rotation. The Company has also received an intimation from Mr. Gupta in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

Except Mr. Gupta 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.

Considering the knowledge, experience and expertise of Mr. Gupta, the Board is of opinion that re-appointment of Mr. Gupta as the Director of the Company shall be of immense benefit to the Company.

In compliance with the applicable laws, other necessary information(s) relating to Mr. Gupta has been provided separately in a table below.

The Board recommends Resolution No. 3 as an Ordinary Resolution for approval by the Members.

Details required under Section 102 of the Companies Act, 2013 in respect of Mr. Ashok Kumar Barat, Mr. Alberto Michele Maria Toni, Mr. Akshaykumar Narendrasinhji Chudasama and Ms. Anjali Bansal, Directors of the Company, who are seeking appointment(s) / re-appointment(s) at the ensuing AGM, have already been provided under the heading Explanatory Statement annexed to this Notice. The other information(s) in compliance with the Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI have been provided in table below:

Particulars	Item No. 3	Item No. 4	Item No. 5	Item No. 6	Item No. 7
Name of Director	Mr. Ram Kumar Gupta	Mr. Ashok Kumar Barat	Mr. Alberto Michele Maria Toni	Mr. Akshaykumar Narendrasinhji Chudasama	Ms. Anjali Bansal
Category of Director	Director Finance and Chief Financial Officer	Independent Director	Non-Executive Director	Independent Director	Independent Director
Date of Birth	01.11.1958	05.12.1956	03.09.1967	30.09.1969	25.02.1971
Nationality	Indian	Indian	Italian	Indian	Indian
Date of Appointment on the Board	19.08.2015	17.12.2018	12.02.2019	28.04.2011	21.05.2014
Qualifications	B. Com. (Hons.), FCA	B. Com. (Hons.), FCA, FCS	Graduated in Economics, Chartered Accountant, Certified Tax Advisor, has attended executive education programmes at Harvard Business School and INSEAD	Bachelor of Arts (BA) from St. Xavier's College (University of Bombay) and is a Law graduate from London School of Economics (University of London), UK	Bachelors in Computer Engineering from Gujarat University and a Masters in International Finance and Business from Columbia University
Expertise in specific functional areas	Finance, Accounts, Taxation, Costing	Finance, Accounts, M&A, Strategist, Management Assurance & Governance	Taxation, Finance, Business Evaluation, IT, Supply chain	Legal including International Law, Cross-border M&A and Private Equity	Human Resource, Private Equity, Startup Funding, Digital Marketing and CSR
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Bata Properties Limited 2. Coastal Commercial & Exim Limited 3. Way Finders Brands Limited 	<ol style="list-style-type: none"> 1. DCB Bank Limited[@] 2. Birlasoft Limited[@] 3. Cholamandalam Financial Holdings Limited[@] 4. Cholamandalam Investment and Finance Company Limited[@] 5. Cholamandalam Home Finance Limited 6. Mahindra Intertrade Limited 7. Wacker Metroark Chemicals Private Limited 8. The Council of EU Chambers of Commerce in India 	<ol style="list-style-type: none"> 1. Bata Brands SA, Switzerland[#] 2. Leader AG, Switzerland[#] 3. Bata Nederland B.V., Netherlands[#] 4. Chaussures Bata SA, Switzerland[#] 5. Compar Spa, Italy[#] 6. Fondation Bata Programme pour les enfants, Switzerland[#] 	<ol style="list-style-type: none"> 1. Apollo Tyres Limited[@] 2. Raymond Limited[@] 3. Artemis Global Life Sciences Limited[@] 4. Artemis Medicare Services Limited 5. Wyosha Real Estates Private Limited 6. Apollo Vredestein B.V.[#] 7. Apollo Tyres (Hungary) Kft.[#] 8. Apollo Tyres Holdings (Singapore) Pte. Ltd.[#] 	<ol style="list-style-type: none"> 1. GlaxoSmithKline Pharmaceuticals Limited[@] 2. The Tata Power Company Limited[@] 3. Apollo Tyres Limited[@] 4. Voltas Limited[@] 5. Siemens Limited[@] 6. TATA Power Solar Systems Limited 7. TATA Power Renewable Energy Limited 8. Kotak Mahindra Asset Management Company Limited 9. Delhivery Private Limited 10. Bombay Chamber of Commerce and Industry 11. SAB Holdings Private Limited, Mauritius[#]

Particulars	Item No. 3	Item No. 4	Item No. 5	Item No. 6	Item No. 7
Name of Director	Mr. Ram Kumar Gupta	Mr. Ashok Kumar Barat	Mr. Alberto Michele Maria Toni	Mr. Akshaykumar Narendrasinhji Chudasama	Ms. Anjali Bansal
Chairmanships/ Memberships of committees of other Companies	NIL	<p><u>Audit Committee</u> DCB Bank Limited* Birlasoft Limited* Cholamandalam Financial Holdings Limited Cholamandalam Investment and Finance Company Limited Cholamandalam Home Finance Limited* Mahindra Intertrade Limited</p> <p><u>Risk Management Committee</u> DCB Bank Limited Birlasoft Limited Cholamandalam Investment and Finance Company Limited*</p> <p><u>Stakeholders Relationship Committee</u> Birlasoft Limited Cholamandalam Investment and Finance Company Limited</p> <p><u>Nomination and Remuneration Committee</u> Cholamandalam Financial Holdings Limited* Cholamandalam Investment and Finance Company Limited Cholamandalam Home Finance Limited Mahindra Intertrade Limited</p> <p><u>Corporate Social Responsibility Committee</u> Cholamandalam Financial Holdings Limited Wacker Metroark Chemicals Private Limited</p> <p><u>IT Strategy Committee</u> Cholamandalam Investment and Finance Company Limited* Cholamandalam Home Finance Limited*</p> <p><u>Business Committee</u> Cholamandalam Investment and Finance Company Limited</p> <p><u>Fraud Reporting and Monitoring Committee</u> DCB Bank Limited*</p> <p><u>Capital Raising Committee</u> DCB Bank Limited</p> <p><u>Willful Defaulters Review Committee</u> DCB Bank Limited</p>	NIL	<p><u>Audit Committee</u> Apollo Tyres Limited Artemis Global Life Sciences Limited Artemis Medicare Services Limited</p> <p><u>Nomination and Remuneration Committee</u> Apollo Tyres Limited Artemis Medicare Services Limited</p> <p><u>Stakeholders Relationship Committee</u> Apollo Tyres Limited Raymond Limited*</p> <p><u>Business Responsibility Committee</u> Apollo Tyres Limited</p>	<p><u>Corporate Social Responsibility Committee</u> GlaxoSmithKline Pharmaceuticals Limited The Tata Power Company Limited* Apollo Tyres Limited</p> <p><u>Nomination and Remuneration Committee</u> GlaxoSmithKline Pharmaceuticals Limited Voltas Limited The Tata Power Company Limited Delhivery Private Limited*</p>

Particulars	Item No. 3	Item No. 4	Item No. 5	Item No. 6	Item No. 7
Name of Director	Mr. Ram Kumar Gupta	Mr. Ashok Kumar Barat	Mr. Alberto Michele Maria Toni	Mr. Akshaykumar Narendrasinhji Chudasama	Ms. Anjali Bansal
Number of Board Meetings attended during the year	4	1	1	4	3
Relationships between Directors inter-se	None	None	None	None	None
Remuneration details (Including Sitting Fees & Commission)	Please refer to the 'Report on Corporate Governance', which is a part of this Annual Report.				
Number of shares held in the Company	56	NIL	NIL	NIL	NIL

* Indicates Chairman / Chairperson of the Committee.

Indicates Foreign Company.

@ Indicates Listed Company.

By Order of the Board

ARUNITO GANGULY

Assistant Vice President,

Company Secretary & Compliance Officer

ICSI Membership No.: FCS 9285

Place : Gurugram

Date : May 24, 2019

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

