

**BATA INDIA LIMITED**

[CIN: L19201WB1931PLC007261]

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

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NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the 87th (Eighty Seventh) Annual General Meeting of the Members of Bata India Limited (the "Company") will be held on **Thursday, August 6, 2020 at 1:30 P.M. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend for the financial year ended March 31, 2020. The Board of Directors has recommended a Dividend of Rs. 4/- per Equity Share of Rs. 5/- each, fully paid-up.
3. To appoint a Director in place of Mr. Sandeep Kataria (DIN: 05183714), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To re-appoint Mr. Ram Kumar Gupta as a Whole-time Director of the Company and fixing his remuneration**

To consider and, if thought fit, to pass the following Resolution, with or without modification, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 (the "Act"), the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), also read with the Articles of Association of the Company, the recommendations and / or approvals of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company (the "Board") and subject to such other approval(s) as may be required, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Ram Kumar Gupta (DIN: 01125065), as a Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer (with such other designation(s) as the Board may deem fit to confer upon him from time to time), liable to retire by rotation, for a period of 3 (three) consecutive years commencing from August 19, 2020 or till the date of expiry of the tenure of his services with the Company, whichever is earlier, on such terms and conditions together with the remuneration payable to him as contained in the Agreement executed by and between Mr. Gupta and the Company, salient features of which are provided in the Explanatory Statement under Section 102 of the Act as annexed to this Notice, with liberty to the Board to vary the terms and conditions of the said re-appointment including remuneration within the overall limits of Section 197 of the Act, as may be mutually agreed with Mr. Gupta from time to time.

FURTHER RESOLVED THAT the Board (which term includes a duly constituted committee thereof) be and is hereby authorised to do all such acts, deeds and things and give such directions, as it may in its absolute discretion, deem necessary to give effect to this Resolution and settle any question that may arise in this regard."

By Order of the Board

NITIN BAGARIA

Company Secretary & Compliance Officer

ICSI Membership No. ACS 20228

Place : Kolkata

Date : June 20, 2020

NOTES:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the **87th Annual General Meeting (the "AGM" or the "Meeting") of Bata India Limited (the "Company")** will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 1:30 P.M. IST.
3. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 87TH AGM OF THE COMPANY (THE "NOTICE").**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cs.amberahmad@gmail.com with a copy marked to evoting@nsdl.co.in

4. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 4 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.
7. **Dispatch of Annual Report through E-mail**

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2020, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. R & D Infotech Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2020 shall be available on the websites of the Company viz., www.bata.in and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com

8. PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM

Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM. **Further details in this regard are annexed separately and form part of this Notice.**



9. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

The remote e-Voting period will commence on Monday, August 3, 2020 (9:00 A.M. IST) and will end on Wednesday, August 5, 2020 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Thursday, July 30, 2020, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Thursday, July 30, 2020 being the cut-off date**, are entitled to vote on the Resolutions set forth in the Notice. 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. **A person who is not a member as on the cut-off date, i.e., Thursday, July 30, 2020 should treat this Notice for information purpose only.**

The Board of Directors has appointed CS Amber Ahmad, Proprietor, M/s. Amber Ahmad & Associates (FCS : 9312/C.P. No.: 8581), or failing whom, such other practicing company secretary as the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.bata.in) and on the e-Voting website of NSDL (www.evoting.nsd.com) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for atleast 3 days on the Notice Boards of the Company at its Registered Office in Kolkata and at the Corporate Office in Gurugram.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Thursday, August 6, 2020.

Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at share.dept@bata.com or to the RTA at bata@rdinfotech.net :

- (i) Scanned copy of a signed request letter, mentioning the name, folio number / demat account details & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

10. Procedure to raise Questions / seek Clarifications

- (a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) Tuesday, August 4, 2020, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at share.dept@bata.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- (b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Tuesday, July 28, 2020 (9:00 A.M. IST) to Monday, August 3, 2020 (5:00 P.M. IST) at share.dept@bata.com from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- (c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till 5.00 P.M. (IST) on Tuesday, August 4, 2020 through e-mail at share.dept@bata.com and the same will be suitably replied by the Company.

11. Procedure for inspection of documents

All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>

12. Book Closure Period, Payment of Dividend and Tax thereon

The Share Transfer Books and Register of Members of the Company will remain closed from **Friday, July 31, 2020 to Thursday, August 6, 2020 (both days inclusive)** for the purpose of the AGM and payment of dividend.

Dividend on Equity Shares for the financial year ended March 31, 2020, as recommended by the Board, if declared at the AGM, will be paid, subject to deduction of tax at source, as applicable, from Wednesday, August 19, 2020 onwards, to:

- a. those Members whose names appear in the Register of Members of the Company at the end of business hours on Thursday, July 30, 2020, after giving effect to all valid share transfers in physical mode lodged with the Company / the RTA on or before Thursday, July 30, 2020.
- b. those 'Beneficial Owners' entitled thereto, in respect of shares held in demat mode, whose names shall appear in the statements of beneficial ownership at the end of business hours on Thursday, July 30, 2020 as furnished by respective Depositories, viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for the Company either directly or through Depositories or RTA to use bank details as furnished by the investors for the payment of dividend through any RBI approved electronic mode of payment. In case, the bank details are not available or the Company is unable to pay the dividend directly through electronic mode, the Company shall, dispatch the dividend warrant / banker's cheque and demand draft to such Members, at the earliest, upon normalization of postal services. Further in terms of Schedule I to the Listing Regulations, the Company is required to mandatorily print the bank account details of the investors on such payment instruments and in cases where the bank details of investors are not available, the Company shall mandatorily print the address of the investor on such payment instruments.



Members holding shares in physical mode, may send their mandates for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payments, by writing at share.dept@bata.com or to the RTA at bata@rdinfotech.net enclosing the following documents:

- a. Folio Number and self-attested copy of PAN Card;
- b. Name of the Bank, Branch where dividend is to be received and type of Account;
- c. Bank Account No. allotted by the Bank after implementation of Core Banking Solutions and 11 digits IFSC Code; and
- d. Self-attested scanned copy of Bank Passbook and Cancelled Cheque leaf bearing the name of the Member or the first holder.

Members holding shares in the demat mode should update their e-mail addresses and Bank mandates directly with their respective Depository Participants.

Pursuant to the changes introduced by the Finance Act, 2020 in the Income-tax Act, 1961 (the "IT Act"), w.e.f. April 1, 2020, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source. The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the IT Act in this regard. In general, to enable compliance with TDS requirements, Members are requested to update the details like Residential Status, PAN and category as per the IT Act with their Depository Participants or in case shares are held in physical mode, with the Company / RTA.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to bata@rdinfotech.net on or before Friday, July 17, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them during financial year 2020-21 does not exceed Rs. 5,000. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by e-mail to bata@rdinfotech.net on or before Friday, July 17, 2020.

13. Nomination Facility

Members holding shares under a single name in physical mode are advised to make nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's website, i.e., www.bata.in from "Investor Information" under "Investor Relations" category. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).

14. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to April 1, 2019 and returned to the investors due to deficiency in the documents, may be re-submitted for transfer even after April 1, 2019 provided it is submitted alongwith the necessary documents including PAN details. 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.

15. Transfer of Unclaimed or Unpaid amounts to the Investor Education and Protection Fund (IEPF)

Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed or unpaid dividends upto the financial year ended December 31, 1993 were transferred to the General Revenue Account of the Central Government. Consequent upon amendments in erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Act, Rules made thereunder (as amended), the amount of dividend for the subsequent years remaining unclaimed or 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 account of Investor

Education and Protection Fund (IEPF) established by the Government of India. Accordingly, the Company has requested the Members concerned vide its letter dated January 27, 2020, who have not encashed their dividend warrants for the financial year ended December 31, 2012 onwards, to claim the amount of dividend from the Company immediately.

Further, in compliance with the provisions of Sections 124 and 125 of the Act, read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Equity Shares, in respect of which dividend not claimed or encashed by the Members for seven consecutive years or more, are liable to be transferred to the Account of the IEPF Authority. Accordingly, the Company has requested the Members vide its letter dated March 20, 2020, who have not encashed their dividend warrant for the financial year ended December 31, 2012 onwards, to claim the amount of dividend from the Company immediately. The Company has subsequently through publication of Notice(s) in daily Newspapers, viz., 'Business Standard' and 'Ei Samay' on March 21, 2020 advised Members to claim their unclaimed or unpaid dividend from the Company within the stipulated time period, so as to prevent the concerned shares to be transferred to the Demat Account of the IEPF Authority. The complete list of said Members is available on the website of the Company, i.e., www.bata.in under the "Investor Relations" category.

Members are informed that once the unclaimed or 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.

Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.

The eligible Members are entitled to claim such unclaimed or unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 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 claims. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund web page 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.

The due dates for transfer of the unclaimed or unpaid dividend relating to subsequent years to IEPF are as follows:

Dividend for the Financial Year ended	Due dates for transfer to IEPF
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
March 31, 2019	06/09/2026

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

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: Re-appointment of Mr. Ram Kumar Gupta (DIN: 01125065) as a Whole-time Director of the Company and fixing his remuneration

Mr. Ram Kumar Gupta was appointed, at the 83rd Annual General Meeting of the Company held on August 4, 2016, as a Whole-time Director of the Company and designated as Director Finance (Chief Financial Officer and a Key Managerial Person) for a period of 5 (five) consecutive years with effect from August 19, 2015 to hold office upto August 18, 2020 and his appointment was liable to determination by retirement of directors by rotation at every Annual General Meeting of the Company.

In compliance with the provisions of the Companies Act, 2013 (as amended) (the "Act") and the Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"), Articles of Association and Nomination and Remuneration Policy of the Company, the Board of Directors of the Company (the "Board"), based on the recommendation of Nomination and Remuneration Committee (NRC) and approval of the Audit Committee at



their respective meetings held on May 25, 2020, subject to approval of the Members of the Company, has re-appointed Mr. Gupta as a Whole-time Director of the Company, liable to retire by rotation, for a further period of 3 (three) consecutive years commencing from August 19, 2020 upto August 18, 2023 or till the date of expiry of the tenure of his service with the Company, whichever is earlier.

Mr. Gupta is the Director Finance and Chief Financial Officer (Key Managerial Person) of Bata India Limited. Mr. Gupta is a Bachelor of Commerce with Honours [B.Com (Hons.)] and a Chartered Accountant (FCA) with over 33 years of experience in different positions in Bata Shoe Organization (BSO).

Mr. Gupta joined Bata India in July 1986 and has had an extremely successful and rewarding career. Having worked across and led most of the departments in the organization during his career, he has gained a wide breadth of experience. Before his overseas stint, his last assignment in Bata India was as Senior Vice President - Finance from January 2011 till January 2013, post which, he was assigned a challenging role as the 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 in 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. He has attended various courses in BSO, including Adminco and Bata Finance E-Learning.

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

Necessary information in terms of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Gupta has been provided as an Annexure hereto and in Report on Corporate Governance forming part of this Annual Report.

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

The Company has entered into an Agreement dated May 25, 2020 with Mr. Gupta containing the terms and conditions of his re-appointment including remuneration, authority, rights and obligations of Mr. Gupta during his tenure as a Whole-time Director of the Company. The proposed resolution as contained in the Notice provides that the Board will have a liberty to vary the terms and conditions of the re-appointment and remuneration of Mr. Gupta as mentioned herein or under the Agreement entered, from time to time, as it may deem fit and necessary and as may be agreed to by and between Mr. Gupta and the Board.

The Board, on the recommendation of the NRC and approval of the Audit Committee, approved the following remuneration of Mr. Gupta, subject to approval of the Members:

Basic Salary	:	Rs. 1,41,00,000/- per annum, payable monthly.
Housing Benefits	:	Rs. 27,70,525/- per annum, payable monthly.
Special Allowance	:	Rs. 37,02,578/- per annum, payable monthly.
NPS Contribution	:	Rs. 14,10,000/- per annum, payable monthly.
Variable Pay	:	Rs. 38,00,000/- per annum, payable monthly.
Perquisite & Allowances	:	This would include cost of Company provided Car & Maintenance thereof, driver's salary, insurance & medical expenses and leave travel allowances as per Rules of the Company and in accordance with the applicable provisions of the Act, the Income-tax Act, 1961 and the Rules framed under these Acts.
Retirement Benefits	:	As per Rules of the Company.
Leave Entitlements	:	As per Rules of the Company.
Notice Period	:	Six Months.

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

Documents referred to in this Explanatory Statement (including the Agreement relating to re-appointment of Mr. Gupta) shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

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. 4 as contained in the Notice.

Considering the contributions made by Mr. Gupta during his current tenure, his long association with the Company, his experience, expertise, background and understanding of the Company's business, the Board is of the opinion that the continued association of Mr. Gupta would be beneficial in the interests of the Company and it is considered desirable to continue to avail his services as a Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer (Key Managerial Person). Further, in terms of General Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs, the matter regarding re-appointment of Mr. Gupta, including fixing his remuneration, is considered unavoidable by the Board. Accordingly, in terms of Sections 2(94), 196, 197, 198 and 203 read with Schedule V to the Act, the re-appointment of Mr. Gupta as a Whole-time Director of the Company, designated as stated above, is now being proposed before the Members of the Company for their approval.

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

By Order of the Board

NITIN BAGARIA

Company Secretary & Compliance Officer

ICSI Membership No. ACS 20228

Place : Kolkata

Date : June 20, 2020



Annexure

INFORMATION RELATING TO THE APPOINTMENT / RE-APPOINTMENT OF DIRECTORS AT THE 87TH ANNUAL GENERAL MEETING

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

Particulars	Item No. 3	Item No. 4
Name of Directors	Mr. Sandeep Kataria	Mr. Ram Kumar Gupta
Designation of Director and Category	Whole-time Director and Chief Executive Officer (Executive Director)	Director Finance and Chief Financial Officer (Executive Director)
Date of Birth / Age	09.01.1970 / 50 years	01.11.1958 / 61 years
Nationality	Indian	Indian
Date of first Appointment on the Board	14.11.2017	19.08.2015
Terms and Conditions of appointment or re-appointment	Appointed as Whole-time Director and Chief Executive Officer (Key Managerial Person), liable to retire by rotation, w.e.f. November 14, 2017. He retires by rotation and being eligible, offers himself for re-appointment.	Appointed as Director Finance and Chief Financial Officer (Key Managerial Person), liable to retire by rotation w.e.f. August 19, 2015. Re-appointment for a further period of 3 (three) consecutive years commencing from August 19, 2020 upto August 18, 2023 or till the date of expiry of the tenure of his service with the Company, whichever is earlier, on the terms and conditions contained in the Explanatory Statement above.
Brief Profile	He is a business and marketing leader with over 25 years of experience in the consumer products and retail industry across the developing and developed markets.	He has over 33 years of experience in different positions in Bata Shoe Organization (BSO) and joined Bata India in July 1986.
Qualifications	B. Tech. Chemical Engineering from IIT Delhi, PG Diploma in Business Management from XLRI Jamshedpur.	B.Com. (Hons.), FCA.
Expertise and experience in specific functional areas	Marketing and Branding, Sales, Product Knowledge, Business Strategies and Planning, Merger and Acquisition, Business Administration.	Finance, Accounts, Taxation, Costing, Regulatory Compliance, Governance and Stakeholders Management, Strategic Planning, Experience in Manufacturing Sector accounting.
Directorships held in other companies	1. Bata Properties Limited 2. Coastal Commercial & Exim Limited 3. Way Finders Brands Limited	1. Bata Properties Limited 2. Coastal Commercial & Exim Limited 3. Way Finders Brands Limited
Membership / Chairmanship of Committees of other Boards	None	
Relationships with other Directors, Manager and Key Managerial Personnel of the Company	None	
Number of Board Meetings attended during the year	Please refer to the Report on Corporate Governance, which is a part of this Annual Report. Details of remuneration proposed to be paid has been provided in the Explanatory Statement above.	
Details of Remuneration	Please refer to the Report on Corporate Governance, which is a part of this Annual Report.	
Number of equity shares held in the Company (including equity shares held, if any, by relatives)	Please refer to the Extract of Annual Return (Form No. MGT - 9), which is a part of this Annual Report.	



In addition to the above, other requisite details required in respect of Mr. Ram Kumar Gupta, Director of the Company, seeking re-appointment at the AGM, have already been provided under the heading Explanatory Statement annexed to this Notice.

By Order of the Board

Place : Kolkata

Date : June 20, 2020

NITIN BAGARIA
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228



THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 87TH ANNUAL GENERAL MEETING OF BATA INDIA LIMITED DATED JUNE 20, 2020:

VOTING THROUGH ELECTRONIC MEANS

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 (the “Act”) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”) read with the General Circulars issued by the Ministry of Corporate Affairs (the “MCA”) bearing Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company is pleased to facilitate its Members, to transact businesses as mentioned in Notice convening the 87th Annual General Meeting (the “AGM” or the “Meeting”), by voting through electronic means (e-Voting). In this regard, the Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide remote e-Voting facility and e-Voting at the AGM.

II. THE INSTRUCTIONS / PROCEDURE FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-Voting period will commence on Monday, August 3, 2020 (9:00 A.M. IST) and will end on Wednesday, August 5, 2020 (5:00 P.M. IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Also, the e-Voting facility will be made available during the AGM.

To vote electronically on NSDL e-Voting system, please follow the 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:

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 / Member” 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 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 Mode	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 Central Depository Services (India) Limited (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 Mode.	EVEN followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 113120 then User Id is 113120001***

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 your e-mail id is registered in your Demat Account or with the Company, your 'Initial Password' is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL in your mailbox.
 - c. 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".
 - d. Process to retrieve your "Initial Password"
 - (i) Open the e-mail and thereafter open the attached 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 mode. The said PDF file also contains your User Id and "Initial Password" for e-Voting purpose.
 - (ii) If your e-mail Id is not registered, please follow steps mentioned below under "Instructions for Members whose e-mail ids are not registered".
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 your demat account with NSDL or CDSL, click on icon "Forgot User Details / Password?" available on <https://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 name, your DP Id and Client Id / Folio Number, your PAN and your registered postal address.
- (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. Tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now click on icon “Login”.

9. Home page of e-Voting will open.

DETAILS ON STEP 2 ARE GIVEN BELOW:

Process to cast your vote electronically on NSDL e-Voting system

1. Click on e-Voting: “Active Voting Cycles”.
2. Select “EVEN” of Bata India Limited.
3. Now you are ready for e-Voting as the voting 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.

III. THE INSTRUCTIONS / PROCEDURE FOR MEMBERS FOR E-VOTING AT THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC or OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for remote e-Voting.

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 cs.amberahmad@gmail.com 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 on e-Voting (For Shareholders).pdf” and “e-Voting Manual - Shareholder.pdf” available at the “Download” section of NSDL e-Voting website, i.e., www.evoting.nsdl.com or call on Toll Free No.: 1800 222 990 or contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager of NSDL at Telephone Nos.: (022) 24994360 / (022) 24994545 or at e-mail id: evoting@nsdl.co.in or at NSDL, ‘Trade World’, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013. For any further assistance, you may contact Mr. Jyotirmoy Banerjee, Investor Relations Manager at Telephone No.: (033) 22895796.
4. The helpline number regarding any query / assistance for participation in the AGM through VC or OAVM is 1800 222 990.
5. **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., Thursday, July 30, 2020.**
6. 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., Thursday, July 30, 2020, 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 e-Voting then you can use your existing User Id and Password for casting your votes.
7. 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.

Instructions for Members whose e-mail ids are not registered:

The process for those members whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the businesses mentioned in the Notice convening the AGM are as follows:

1. In case shares are held in physical mode, please provide Folio Number, Name of Shareholder, Number of Equity Shares held, Scanned copy Share Certificate (both side) alongwith self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding by e-mail to share.dept@bata.com

2. In case shares are held in demat mode, please provide Name, DP Id & Client Id, Client Master or copy of Consolidated Account Statement alongwith self-attested scanned copy of PAN and AADHAAR by e-mail to share.dept@bata.com
3. Alternatively Member may send an e-mail request to evoting@nsdl.co.in for obtaining User Id and Password by proving the details mentioned in Point (1) or (2) as the case may be.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC OR OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC or OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholder / Member login by using the remote e-Voting credentials. The link for VC or OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed.
2. Members can join the AGM through the VC or OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure, attached separately and forms part of the Notice.
3. Members who do not have the User Id and Password for e-Voting or have forgotten the User Id and Password may retrieve the same by following the remote e-Voting instructions mentioned above to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
4. Members are encouraged to join the Meeting through Laptops and allow camera for better experience. Members connecting through Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation/bandwidth issues in their respective networks. It is, therefore, recommended to use a good speed internet connection, preferably stable Wi-Fi or LAN Connection, to mitigate any kind of aforesaid glitches and to avoid any disturbance(s) during the AGM.
5. Members who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided above.
6. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.
