



BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

Registered Office: 6A, S.N. Banerjee Road, Kolkata-700 013

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

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Bata India Limited will be held at **Kalamandir, 48, Shakespeare Sarani, Kolkata-700017** on **Monday, August 04, 2014** at **3:30 p.m.** to transact the following businesses:

Item No. : 1

Appointment of Mr. Uday Khanna, as an Independent Director

To appoint Mr. Uday Khanna as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Uday Khanna (DIN: 00079129) be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years, commencing from August 4, 2014.”

Item No. : 2

Appointment of Mr. Akshay Chudasama, as an Independent Director

To appoint Mr. Akshay Chudasama as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Akshay Chudasama (DIN: 00010630) be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years, commencing from August 4, 2014.”

Item No. : 3

Appointment of Ms Anjali Bansal, as an Independent Director

To appoint Ms. Anjali Bansal as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Anjali Bansal (DIN: 00207746) be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years, commencing from August 4, 2014.”

Item No. : 4

Appointment of Mr. Kumar Nitesh, as a Director of the Company

To appoint Mr. Kumar Nitesh as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and Rules framed thereunder and the Articles of Association of the Company, Mr. Kumar Nitesh (DIN: 06876230), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 with effect from May 21, 2014 to hold office up to the next Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, with immediate effect.”

Item No. : 5

Appointment of Mr. Kumar Nitesh, as Managing Director – Retail and payment of remuneration:

To appoint Mr. Kumar Nitesh as Managing Director – Retail and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to requisite approval of the Central Government, if required, consent of the Company be and is hereby accorded to the appointment of Mr. Kumar Nitesh (DIN: 06876230), as Managing Director - Retail of the Company (with such other designation or designations as the Board of Directors may determine and deem fit to give to Mr. Kumar Nitesh, from time to time) for a period of five years with effect from May 21, 2014 on such terms and conditions as contained in the Agreement executed by and between Mr. Kumar Nitesh and the Company, salient features of which specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice and which Agreement be and is hereby specifically approved with absolute liberty to the Board of Directors to alter, vary and amend the terms and conditions of the appointment and / or remuneration including increase in remuneration within the limits prescribed under the Companies Act, 2013 and Rules framed thereunder, as may be mutually agreed to between Mr. Kumar Nitesh and the Company from time to time, within the overall limits specified under the Companies Act, 2013 and Rules framed thereunder, as applicable to the Company for the time being in force.

FURTHER RESOLVED THAT, notwithstanding anything contained in the aforesaid Resolution, in the absence or inadequacy of profits in any financial year during the tenure of Mr. Kumar Nitesh as aforesaid, the Company shall pay remuneration to Mr. Kumar Nitesh as per his entitlement mentioned in the Agreement as aforesaid for the time being in force, subject to approval of the Central Government and other Statutory Authorities concerned, provided that such remuneration shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or such limits as may be prescribed by the Central Government from time to time.

FURTHER RESOLVED THAT notwithstanding the provisions contained in Article 96 of the Articles of Association of the Company, Mr. Kumar Nitesh, be and is hereby appointed as Managing Director – Retail, whose period of office shall be liable to determination by retirement of Directors by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary and expedient to give effect to the aforesaid Resolution.”

Item No. : 6

Authority to fix increased remuneration to the Managing Director(s) and Wholetime Director(s) of the Company:

To authorize the Board of Directors of the Company to fix remuneration to the Managing Director(s) and Wholetime Director(s) of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession to the Special Resolution passed by the Members at the 76th Annual General Meeting of the Company held on May 26, 2009 and subject to the limits contained in the provisions of Sections 197, 198, Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to “the Board”, which term includes any Committee or Committees reconstituted by the Board for this purpose) to fix increased remuneration to the Managing Director(s) and Wholetime Director(s) of the Company and that such remuneration comprising of salary, commission on profits, perquisites and retirement benefits, as may be determined by the Board from time to time within the maximum limits specified below:

A. REMUNERATION COMPRISING OF SALARY AND COMMISSION ON PROFITS

(i) Basic Salary

Up to Rs.30 Million per annum for a Managing Director and Rs.20 Million per annum for a Wholetime/ Executive Director of the Company or an amount equivalent thereto, payable on monthly basis.

(ii) **Commission on Net Profits**

Within the overall limits as prescribed in the provisions of 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and as determined by the Board from time to time. At the discretion of the Board, the payment of commission may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis.

B. PERQUISITES/ BENEFITS

Perquisites (evaluated as per Income-tax Act, 1961 and Rules framed thereunder, where applicable and at actual cost to the Company in other cases), including but not restricted to the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, personal insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, payment of income-tax on perquisites by the Company to the extent permissible under the Income-tax Act, 1961 and Rules framed thereunder; medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund, gratuity, contribution to National Pension Scheme and other retirement benefits, in accordance with the Scheme(s) and Rule(s) applicable from time to time, governing the aforesaid benefits.

In lieu of rent free accommodation, the Company may give to a Managing/Wholetime Director House Rent Allowance up to 60% of the Basic Salary set out at A(i) above.

- C.** The total remuneration and perquisites/benefits contemplated as per clause (A) and (B) above, including contribution towards retirement benefits, leave encashment, home leave expenses for expatriates, etc. as per the Rules of the Company payable to all the Managing/ Wholetime Directors of the Company shall not exceed 5%, where there is only one Managing/ Wholetime Director, and 10% where there are more than one Managing/Wholetime Directors, of the profits of the Company calculated in accordance with the provisions of Sections 197 and 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force).
- D.** The limits stipulated in this Resolution are the maximum limits and the Board may in its absolute discretion pay to a Managing/Wholetime Director, lower remuneration and revise the same from time to time within the maximum limits stipulated by this Resolution.
- E.** In the absence or inadequacy of profits in any financial year, the remuneration payable to a Managing/Wholetime Director by way of salary and perquisites shall not exceed the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration) Rules, 2014 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).

FURTHER RESOLVED THAT on and from January 01, 2015, the amounts specified in rupees or equivalent thereto in clause A(i) by way of upper limits of basic salary for the Managing Director(s) and/ or Wholetime Director(s) shall be enhanced by 10% per annum every year over the rate prevailing for the preceding calendar year and the revised amounts of salary shall come into effect from the first day of January of the relevant year, constituting the maximum limits within which the Board may from time to time fix the remuneration of the Managing / Whole time Director(s), as the case may be.

FURTHER RESOLVED THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

Item No. : 7

Remuneration to the Cost Auditors:

To ratify the remuneration of the Cost Auditors for the financial year ending on December 31, 2014 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment

thereof, for the time being in force), the remuneration of Rs.5.20 lac plus applicable service tax and reimbursement of out of pocket expenses payable to M/s. Mani and Co., Cost Accountants (Firm Registration No. 000004), as recommended by the Audit Committee and approved by the Board of Directors of the Company, for conducting Audit of the Cost Accounting Records of the Company for the financial year ending on December 31, 2014 or such other extended financial year as may be decided by the Board, in terms of the provisions of the Companies Act, 2013 and Rules framed thereunder, be and is hereby ratified.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to the aforesaid Resolution.”

Item No. : 8

Approval to create security by way of charge, mortgage, hypothecation of Assets of the Company:

Authority to the Board of Directors to provide security by way of creation of charge, mortgage or hypothecation of assets of the Company to borrow money from banks/ financial institutions and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee or Committees thereof for the time being exercising the powers conferred on the Board by this Resolution) for creation of such mortgages, charges and hypothecations, in addition to the existing charges/ mortgages created by the Company, as may be necessary on such assets of the Company, wherever situated, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favor of banks, financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate to secure term loans, corporate loans, borrowings not exceeding a sum of Rs.3,000 Million of equivalent thereof together with interest thereon at the agreed rates, compound interest, liquidated damages, premium on pre-payment / redemption, commitment charges, other bank charges and all other moneys payable by the Company to the Trustees under the Trust Deed and to the aforesaid lenders under their respective Loan Agreements entered/ to be entered into by the Company in respect of the said borrowings.

FURTHER RESOLVED THAT that the Board be and is hereby authorized to finalize the terms and conditions of the borrowings and the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts, deeds, matters and things to settle all questions, difficulties or doubts that may arise with respect to creating the mortgage/ charge/ hypothecation and to execute all such documents as may be necessary for giving effect to this Resolution.”

Item No. : 9

Approval to the borrowing limits of the Company:

Authority to the Board of Directors of the Company to borrow money in excess of the prescribed limits under Section 180(1)(c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board,” which term shall include any Committee or Committees thereof reconstituted for the purpose to exercise the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, in one or more tranches, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves of the Company, that is to say, reserves not set apart for any specific purposes, provided that the total outstanding amount so borrowed by the Company shall not at any time exceed the limit of Rs.5,000 Million or equivalent thereof.

FURTHER RESOLVED THAT that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time including rate of interest, repayment schedule(s), security or otherwise howsoever as it may think fit and to do all such acts, deeds, matters and things, to execute all such documents, instruments and writings as may be required.”

Item No. : 10

Authority to keep Register of Members and Copies of Annual Return at a place other than the Registered office of the Company:

Approval to keep the Register of Members, copies of Annual Return and other documents and Registers at the office of the Registrar and Transfer Agents of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and any other applicable Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of Members of the Company and the respective Register of Debenture holders and other security holders, if any, maintained under Section 88 of the Companies Act, 2013 together with the Index of Members and/ or Debenture holders/ other security holders, and copies of Annual Returns of the Company filed under Section 92 of the Companies Act, 2013, at the office of the Registrar and Share Transfer Agents of the Company, viz., R&D Infotech Private Limited at 7A, Beltala Road, 1st Floor, Kolkata – 700 027 and at such places within Kolkata in the State of West Bengal where the Registrar and Share Transfer Agent may shift its office from time to time, instead of keeping such Register of Members and copies of Annual Returns including Register of Debenture holders/ other security holders, if any, at the Registered Office of the Company.”

BY ORDER OF THE BOARD

Place : Kolkata
Date : May 21, 2014

MALLOY KUMAR GUPTA
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

In terms of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total paid-up share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
3. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, June 20, 2014. The Notice of the Meeting is also available on the website of the Company www.bata.in.
4. **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, the Company is pleased to provide the members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The instructions / procedure for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

- (i) Open email and open PDF file viz.; "BataIndiaLimited_e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>; Click on Shareholder - Login.
- (iii) Put user ID and password as 'Initial Password' / PIN noted in step (i) above. Click 'Login'.
- (iv) Password change menu will appear. Change the Password / PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note your new password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (v) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vi) Select "EVEN" of Bata India Limited.
- (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once you have voted on a Resolution, you will not be allowed to modify your vote.
- (xi) 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;

- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Admission Slip for the EGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN
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- (ii) Please follow all steps from Sl. No. (ii) to (xi) above, to cast your vote electronically.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password / PIN for casting your vote.
- IV. 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).
- V. The e-voting period commences on Monday, July 28, 2014 (9:00 a.m.) and ends on Wednesday, July 30, 2014 (6:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 20, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast, the member(s) shall not be allowed to change it subsequently.
- VI. The voting rights of the member shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., June 20, 2014.
- VII. Mr. Pawan Kumar Sarawagi, of M/s. P. Sarawagi & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes cast in the presence of at least 2 (two) witnesses not in the employment of the Company and prepare a Scrutinizer's Report forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the date of the EGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bata.in and on the website of NSDL within 2 (two) days of passing of the Resolutions at the EGM of the Company and communicated to BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company and also at the Office of the Company at 27B, Camac Street, 1st Floor, Kolkata - 700 016 during normal business hours 9:00 a.m. to 5:00 p.m. on all working days except Saturdays, up to and including the date of the Extraordinary General Meeting of the Company.

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

Item No. : 1

Mr. Uday Khanna ('Mr. Khanna'), aged 64 years, is a Non-Executive Independent Director of the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and also the Chairman of the Board of Directors ('the Board') of the Company. Mr. Khanna joined the Board on March 30, 2006. Before his appointment as the Chairman of the Board with effect from June 28, 2011, Mr. Khanna was the Chairman of the Audit Committee of the Board.

In terms of Section 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules framed there under read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved at a General Meeting of the Shareholders.

The Company has received from Mr. Khanna consent in writing to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and a declaration in writing to the effect that he meets the criteria of independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. Khanna fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder to be appointed as an Independent Director of the Company and is independent of the Company's Management.

The Company shall formalize the appointment of Mr. Khanna as an Independent Director, if appointed at this meeting, setting out the terms and conditions as stipulated in Schedule IV to the Companies Act, 2013. Such letter of appointment shall be available for inspection without any fee by the Members at the Registered Office of the Company and also at its office at 27B, Camac Street, 1st Floor, Kolkata - 700 016, during normal business hours on any working day, excluding Saturdays and shall also be uploaded on the website of the Company at www.bata.in.

In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, relevant details/ information in relation to the appointment of Mr. Khanna are given below:

Mr. Khanna is currently the Non-Executive Chairman of Lafarge India Pvt. Ltd. Mr. Khanna was the Managing Director & CEO - Lafarge India from July 2005 to July 2011. He joined the Lafarge Group in Paris on June 01, 2003 as Senior Vice President for Group Strategy, after a long experience of almost 30 years with Hindustan Lever / Unilever in a

variety of financial, commercial and general management roles both nationally and internationally.

His last position before joining Lafarge, was Senior Vice President Finance, Unilever - Asia, based in Singapore. He has earlier been on the Board of Hindustan Unilever as Director –Exports after having served as Financial Controller and Treasurer. He has also worked as Vice Chairman of Lever Brothers in Nigeria and General Auditor for Unilever-North America based in the USA.

Mr. Khanna is a Chartered Accountant (B. Com., FCA). He was the President of the Indo-French Chamber of Commerce & Industry in 2008 & 2009 and the President of the Bombay Chamber of Commerce & Industry in 2012-2013. He is the recipient of “*Ordre National du Merite*” from the President of the Republic of France for his role in promoting Indo-French trade relations.

Name of companies in which Mr. Khanna also holds the Directorship and the Chairmanship / Membership of Committees of the Board are as under:

Name of the Companies	Designation	Name of the Committees of the Board	Chairman / Member of Committee
Lafarge India Pvt. Ltd.	Chairman	Castrol India Ltd.:	Chairman
Castrol India Ltd.	Director	Audit Committee	
Pfizer Ltd.	Director	Pfizer Ltd.:	Member
Coromandel International Ltd.	Director	Audit Committee	
Thomas Cook (India) Ltd.	Director	Coromandel International Ltd.:	Chairman
DSP BlackRock Investment Managers Pvt. Ltd.	Director	Audit Committee	
NRB Bearings Ltd.	Director	Thomas Cook (India) Ltd.:	Chairman
Pidilite Industries Ltd.	Director	Audit Committee Share Transfer & Shareholder/ Investor Grievance Committee	

Mr. Khanna holds 5000 shares in the Company.

Except Mr. Khanna, no Director, Key Managerial Personnel or their relatives is interested or concerned in the Resolution relating to the appointment of Mr. Khanna as an Independent Director.

The Board considers that continued association of Mr. Khanna will be of immense benefit to the Company and it would be prudent to appoint Mr. Khanna as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Khanna as an Independent Director, for approval by the Members.

Item No. : 2

Mr. Akshay Chudasama (‘Mr. Chudasama’), aged 44 years, is a Non-Executive Independent Director of the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and also the Chairman of the Audit Committee of the Board of Directors (‘the Board’) of the Company. Mr. Chudasama joined the Board on April 28, 2011.

In terms of Section 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules framed there under read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved at a General Meeting of the Shareholders.

The Company has received from Mr. Chudasama consent in writing to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and a declaration in writing to the effect that he meets the criteria of independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. Chudasama fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder to be appointed as an Independent Director of the Company and is independent of the Company’s Management.

The Company shall formalize the appointment of Mr. Chudasama as an Independent Director, if appointed at this meeting, setting out the terms and conditions as stipulated in Schedule IV to the Companies Act, 2013. Such letter of appointment shall be available for inspection without any fee by the Members at the Registered Office of the

Company and also at its office at 27B, Camac Street, 1st Floor, Kolkata – 700 016, during normal business hours on any working day, excluding Saturdays and shall also be uploaded on the website of the Company at www.bata.in. In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, relevant details/ information in relation to the appointment of Mr. Chudasama are given below:

Mr. Chudasama completed his B.A. (Economics) from St. Xavier's College (University of Bombay), Mumbai and Bachelor of Laws (LLB) from the London School of Economics (University of London), UK. He is enrolled as an Advocate with the Bar Council of Maharashtra & Goa and as a Solicitor with the Law Society of England & Wales. He has also attended the Harvard Leadership Programme for Professional Services Organizations. Mr. Chudasama is a Senior Partner and Member of the Executive Committee of J. Sagar Associates, Advocates & Solicitors. Before joining J. Sagar Associates, Mr. Chudasama was an Equity Partner with AZB & Partners and Managing Partner of Lex Inde. He started his career as an Advocate & Junior Counsel in the Chambers of Mr. Goolam E Vahanvati.

Name of companies in which Mr. Chudasama also holds the Directorship and the Chairmanship / Membership of Committees of the Board are as under:

Name of the Companies	Designation	Name of the Committees of the Board	Chairman / Member of Committee
Apollo Tyres Ltd.	Director	Nil	Nil
Wyosha Real Estates Private Ltd.	Director		

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

Except Mr. Chudasama, no Director, Key Managerial Personnel or their relatives is interested or concerned in the Resolution relating to the appointment of Mr. Chudasama as an Independent Director.

The Board considers that continued association of Mr. Chudasama will be of immense benefit to the Company and it would be prudent to appoint Mr. Chudasama as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Chudasama as an Independent Director, for approval by the Members.

Item No. : 3

Ms. Anjali Bansal ('Ms. Bansal'), aged 43 years, is a Non-Executive Independent Director of the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges. Ms. Bansal joined the Board on May 21, 2014 as an Additional Director and holds office up to the date of the next Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

In terms of Section 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules framed there under read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved at a General Meeting of the Shareholders.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member along with a deposit of Rs.1,00,000/- proposing the candidature of Ms. Bansal, as an Independent Director, if appointed.

The Company has received from Ms. Bansal consent in writing to act as a Director in Form DIR-2, intimation to the effect that she is not disqualified to be appointed as a Director in other companies in Form DIR-8 and a declaration in writing to the effect that she meets the criteria of independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013. In the opinion of the Board, Ms. Bansal fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder to be appointed as an Independent Director of the Company and is independent of the Company's Management.

The Company shall formalize the appointment of Ms. Bansal as an Independent Director, if appointed at this meeting, setting out the terms and conditions as stipulated in Schedule IV to the Companies Act, 2013. Such letter of appointment shall be available for inspection without any fee by the Members at the Registered Office of the Company and also at its office at 27B, Camac Street, 1st Floor, Kolkata – 700 016, during normal business hours on any working day, excluding Saturdays and shall also be uploaded on the website of the Company at www.bata.in.

In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, relevant details/ information in relation to the appointment of Ms. Bansal are given below:

Ms. Bansal is the Managing Director of Spencer Stuart's Indian business, which she was instrumental in establishing. Based in Mumbai, she also co-leads the firm's Asia Pacific Board & CEO practice. Ms. Bansal works in various geographies across the United States, Europe and Asia, advising companies on Board governance, CEO and senior executive search and succession planning. She consults with clients across sectors, including private equity, financial

services, industrial, technology and consumer. Before her career in search, Ms. Bansal was with McKinsey & Company, based in New York and Mumbai, and consulted on strategy and organizational issues. Ms. Bansal has been listed as one of the 'Most Powerful Women' in Indian Business 2013 by India's leading publication - Business Today. She has also been named as one of the 'Most Powerful Women' in Business in India by Fortune Magazine and is an invited honorary life member of ASSOCHAM.

Ms. Bansal received a Master's Degree in International Affairs, with distinction, from Columbia University, where she majored in International Finance and Business, as well as a Bachelor's Degree in Computer Engineering from Gujarat University.

Name of companies in which Ms. Bansal also holds the Directorship and the Membership of Committees of the Board are as under:

Name of the Companies	Designation	Name of the Committees of the Board	Chairman / Member of Committee
GlaxoSmithKline Pharmaceuticals Ltd.	Director	Nil	Nil
Spencer Stuarts India Pvt. Ltd.	Managing Director		

Ms. Bansal does not hold any share in the Company.

Except Ms. Bansal, no Director, Key Managerial Personnel or their relatives is interested or concerned in the Resolution relating to the appointment of Ms. Bansal as an Independent Director.

The Board considers that association of Ms. Bansal will be of immense benefit to the Company and it would be prudent to appoint Ms. Bansal as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Ms. Bansal as an Independent Director, for approval by the Members.

Item Nos. : 4 & 5

Mr. Kumar Nitesh was appointed as an Additional Director of the Company at the Board Meeting held on May 21, 2014 and in terms of Section 161 of the Companies Act, 2013 holds office up to the date of the next Annual General Meeting. At the said Board Meeting, Mr. Kumar Nitesh was also appointed as the Managing Director - Retail of the Company for a period of five years with effect from May 21, 2014, subject to approval of the Shareholders at a General Meeting.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member along with a deposit of Rs.1,00,000/- proposing the candidature of Mr. Kumar Nitesh, as a Director of the Company, if appointed.

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee of the Board, the terms of appointment and payment of remuneration to Mr. Kumar Nitesh were approved by the Board. The Company has entered into an Agreement with Mr. Kumar Nitesh signifying the terms of appointment and payment of remuneration as Managing Director – Retail of the Company, salient features of which are as under:

Basic Salary: Rs.11,206,300/- per annum, payable monthly.

Special Allowance: Rs.4,177,500/- per annum, payable monthly.

Variable Pay: Rs.4,482,520/- per annum, which can be increased by an equal amount, based on the performance of the Company.

Perquisites & Allowances: This will include Company provided house and utilities, children's education, insurance & medical expenses, cost of Company provided car, maintenance, driver, maids, etc. and leave travel allowance, as per Rules of the Company and in accordance with the applicable provisions of the Companies Act, 2013 (to the extent applicable), the Income Tax Act, 1961 and the Rules framed under these Acts.

Club Membership: As per Rules of the Company.

Retirement Benefits: As per Rules of the Company.

Leave Entitlement: As per Rules of the Company.

Notice Period: Six Months from either side.

The aforesaid remuneration of Mr. Kumar Nitesh falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and provisions of the Rules framed thereunder. The said remuneration is also within the overall limits approved by the Members of the Company by way of a Special Resolution passed at the 76th Annual General Meeting held on May 26, 2009.

A copy of the Agreement executed between Mr. Kumar Nitesh and the Company shall be available for inspection without payment of fees by any Member of the Company at the Registered Office of the Company and also at its office at 27B, Camac Street, 1st Floor, Kolkata - 700 016, during normal business hours on any working day, excluding Saturdays, up to the date of the Extraordinary General Meeting (EGM) and also at the EGM venue.

The Board considered the knowledge, experience and expertise of Mr. Kumar Nitesh in the field of Footwear business and also his achievements during his tenure as Managing Director of Bata Thailand and Bata Bangladesh and is of the opinion that appointment of Mr. Kumar Nitesh as Managing Director-Retail shall be of immense benefit to the Company. The Board recommends Resolution Nos. 4 and 5 for approval by the Members.

Mr. Kumar Nitesh does not hold Directorship or Membership of Committees of the Board in any company other than Bata India Limited.

Mr. Kumar Nitesh does not hold any share in the Company.

Except Mr. Kumar Nitesh, no Director or Key Managerial Personnel or their relatives is concerned or interested in Resolution No. 4 and 5 as contained in the Notice.

Item No. : 6

At the 76th Annual General Meeting of the Company held on May 26, 2009, the Members had, by way of Special Resolution and in pursuance of the provisions of Section 198, 309 and 310 read with Schedule XIII to the erstwhile Companies Act, 1956 approved the overall limits within which the Board of Directors of the Company was authorized to fix remuneration to be paid to the Managing Director(s) and Wholetime / Executive Director(s) of the Company.

With the introduction of new Companies Act, 2013, the Board considered it expedient to seek approval of the Members afresh under Section 197, 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and Rules framed thereunder. The Board also considered it necessary to increase the overall limits of remuneration payable to the Managing Director(s) and Wholetime / Executive Director(s) of the Company, which would be commensurate to the prevailing industry standards. However, such increase in overall limits of remuneration shall not exceed the maximum ceiling limits permissible under the aforesaid provisions of the Companies Act, 2013 read with Schedule V and / or Rules framed thereunder.

A copy of the Special Resolution passed at the 76th Annual General Meeting of the Shareholders held on May 26, 2009 shall be available for inspection without payment of fees by any Member of the Company at the Registered Office of the Company and also at its office at 27B, Camac Street, 1st Floor, Kolkata - 700016, during normal business hours on any working day, excluding Saturdays, up to the date of the Extraordinary General Meeting (EGM) and also at the EGM venue.

Except Mr. Rajeev Gopalakrishnan, Managing Director, Mr. Ranjit Mathur, Director Finance and Mr. Kumar Nitesh, Managing Director – Retail, who may be deemed to be considered or interested, no other Director of the Company is concerned or interested in this Resolution.

Item No. : 7

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on February 12, 2014 re-appointed M/s. Mani & Co., Cost Accountants, as the Cost Auditors of the Company to carry out cost audit pertaining to Footwear business of the Company for the year ended December 31, 2014 at a remuneration of Rs. 5.20 lacs plus applicable service tax and reimbursement of out of pocket expenses. In terms of the provisions of Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors requires ratification by the Shareholders.

Accordingly, the Board recommends Resolution no. 7 of the Notice convening this Extraordinary General Meeting for approval by the Members.

None of the Directors and Key Managerial Personnel or their relatives is concerned or interested in the above Resolution.

Item No. : 8

At the 71st Annual General Meeting of the Company held on June 17, 2004, the Members had, by way of an Ordinary Resolution and in pursuance of the provisions of erstwhile Section 293(1)(a) of the Companies Act, 1956 approved

creation of security by way of charge, mortgage or hypothecation of assets of the Company for availing term loans/ borrowings up to Rs.600 Million.

According to the provisions of Section 180 (1)(a) of the Companies Act, 2013, creation of charge, mortgage or hypothecation of assets of the Company shall require approval of the Shareholders by way of a Special Resolution. Presently Bata India Limited is a Nil debt Company. The Board wishes to continue its business expansion without any borrowing. However, for certain business exigencies and due to certain unavoidable circumstances, the Company may be required to borrow money from Banks/ Financial Institutions or any other Bodies Corporate in the future for which the Company may have to create security by way of charge/mortgage/hypothecation of assets of the Company. The Board considers that authority to create security for a sum up to Rs.3,000 Million shall be sufficient to meet the requirements, if any, of the Company in the future.

Accordingly, the Board recommends that the Resolution No. 8 of the Notice convening this Extraordinary General Meeting be approved by the Members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution.

Item No. : 9

At the 71st Annual General Meeting of the Company held on June 17, 2004, the Members had, by way of an Ordinary Resolution and in pursuance of the provisions of erstwhile Section 293(1)(d) of the Companies Act, 1956 approved borrowings by the Company from banks, financial institutions, etc. in excess of the paid-up share capital and free reserves of the Company, which sum shall not exceed Rs.1,000 Million.

According to the provisions of Section 180 (1)(c) of the Companies Act, 2013, borrowings by the Company in excess of the prescribed limits (i.e., in excess of its paid-up capital and free reserves) shall require approval of the Shareholders by way of a Special Resolution.

Presently Bata India Limited is a Nil debt Company. The Board wishes to continue its business expansion through internal resources and without any borrowing. However, for certain business exigencies and due to certain unavoidable circumstances the Company may be required to borrow money from Banks/ Financial Institutions or any other Bodies Corporate in the future. The Board considers that authority to borrow money up to Rs.5,000 Million shall be sufficient to meet the requirements of the Company.

Accordingly, the Board recommends that the Resolution No. 9 of the Notice convening this Extraordinary General Meeting be approved by the Members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution.

Item No. : 10

Section 94(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other Rules framed thereunder allow the Company to keep the Register of Members together with Index of Members and copies of Annual Returns filed by the Company, at a place other than the Registered Office of the Company, if approved by the Members by way of Special Resolution.

Presently more than one - tenth of the total number of Members of the Company are residing in the city of Kolkata in the State of West Bengal. Accordingly the Board seeks approval of the Members to keep the Register of Members, copies of Annual Returns and all relevant documents/ registers pertaining thereto, maintained by the Company either physically or electronically, at the office of the Registrar & Transfer Agents of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution.

BY ORDER OF THE BOARD

Place : Kolkata
Date : May 21, 2014

MALOY KUMAR GUPTA
Company Secretary