

Date: June 23, 2017

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700001

Fax #: (033) 2210 4492 / 2210 4500 / 2210 4468 / 2223

Dear Sirs,

Sub: Notice Convening the 84th Annual General Meeting of the Members of the Company

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III to the said Regulations, we are enclosing the Notice convening the 84th Annual General Meeting of the Members of Bata India Limited to be held at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700017 on Tuesday, July 18, 2017 at 10:00 a.m.

We request you to take the same on your record.

Thanking you.

Yours faithfully,
BATA INDIA LIMITED



MALOY KUMAR GUPTA
Company Secretary

Encl: As above

Copy to:

- | | |
|---|--|
| i. The Manager
Corporate Relationship Department
BSE Limited
1 st Floor, New Trading Wing, Rotunda Building
P J Towers, Dalal Street, Fort,
Mumbai - 400001 | ii. The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051 |
|---|--|

BATA INDIA LIMITED

CIN : L19201WB1931PLC007261

Registered Office : 27B, Camac Street, 1st Floor, Kolkata-700016 || Tel : (033) 3980 2001 || Fax : (033) 2289 5748
Share Dept. Tel : (033) 2289 5796 / 3980 2021 || E-mail : share.dept@bata.co.in || Website : www.bata.in

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

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

Telephone: +91 33 3980 2001; Fax: +91 33 2289 5748

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

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighty Fourth Annual General Meeting of the Members of Bata India Limited ('the Company') will be held at '**KALAMANDIR**', **48, Shakespeare Sarani, Kolkata - 700017** on **Tuesday, July 18, 2017** at **10:00 a.m.**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.
2. To declare a Dividend for the financial year ended March 31, 2017. The Board recommended a Dividend of Rs. 3.50 per Equity Share of Rs. 5/- each, fully paid-up.
3. To appoint a Director in place of Mr. Shaibal Sinha (DIN: 00082504), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Auditors in place of the existing Auditors (who are not eligible to be re-appointed due to expiry of the maximum permissible tenure as the Auditors of the Company), to fix their remuneration, and to pass the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company and in terms of the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248-W / W-100022), be and are hereby appointed the Auditors of the Company, in place of the retiring Auditors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003-E / E-300005), to hold office from the conclusion of this Annual General Meeting until the conclusion of the Eighty Ninth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members of the Company, if required, at every Annual General Meeting."

"FURTHER RESOLVED THAT the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration and reimbursement of out of pocket expenses, as may be payable to the Auditors."

By Order of the Board

Maloy Kumar Gupta

Company Secretary

ACS - 24123

Place : Gurgaon

Date : May 15, 2017

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EIGHTY FOURTH ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members.

- Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Director seeking re-appointment at the AGM is provided hereunder.
- As required under SS-2 issued by the ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to the Annual Report.
- Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote, on their behalf, at the AGM.
- Any Member desirous of receiving any information on the Financial Statements or Operations of the Company is requested to forward his / her queries to the Company at least seven working days prior to the AGM, so that the required information can be made available at the AGM.
- Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or with M/s. R & D Infotech Pvt. Limited, the Registrar and Share Transfer Agents (RTA) of the Company, at their communication address given in the Annual Report, whilst those Members holding shares in demat / electronic mode should file their nomination with their Depository Participants (DPs). The Nomination Form SH-13 and SH-14 are available on the website of the Company, www.bata.in at "Download Forms" under "Investor Relations" category.
- Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Saturday, July 8, 2017 to Tuesday, July 18, 2017 (both days inclusive).
- Dividend on Equity Shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2017, if declared, at the AGM, will be paid to:
 - those Members whose names shall appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical mode lodged with the Company / RTA on or before Friday, July 7, 2017.
 - those 'Beneficial Owners' entitled thereto, in respect of shares held in electronic mode, whose names shall appear in the statements of beneficial ownership furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Friday, July 7, 2017.
- Members holding shares in physical mode are requested to notify immediately any change in their address along with self-attested copy of address proof i.e. Aadhar Card / electricity bill / telephone bill / driving license / passport / bank passbook particulars to the Company or RTA and in case their shares are held in dematerialized mode, this information should be passed on directly to their respective DPs.

10. Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National / Regional / Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS / RTGS / NEFT / NACH and bank details are available. In the absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants or cheques for distribution of dividends or other cash benefits to the investors. In addition to that, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments. Therefore, Members holding shares in physical mode are requested to update their bank details with the Company or RTA immediately. Members holding shares in demat mode are requested to record the ECS mandate with their DPs concerned.
11. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their account / folio numbers and in case their shares are held in the dematerialized mode, Members are requested to quote their DP Id and Client Id No(s).
12. Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed / unpaid dividends up to the financial year ended December 31, 1993 have been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrants for the said periods are requested to claim the amount from the Registrar of Companies, West Bengal, Nizam Palace, 234/4, A.J.C. Bose Road, Kolkata - 700020 by submitting the application in prescribed form.
13. Consequent upon amendment of erstwhile Section 205A of the Companies Act, 1956 and introduction of Section 205C of the Companies (Amendment) Act, 1999 and introduction of Section 124 and 125 of the Companies Act, 2013, the amount of dividend for the subsequent years remaining unclaimed / unpaid for a period of seven years or more from the date they first become due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Government of India.
14. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Equity Shares in respect of which dividend remains unclaimed / unpaid for the last seven or more consecutive years, are required to be transferred to the Demat Account of the IEPF Authority. In this regard, the Company had informed the Members concerned through letter(s) and subsequently through Publications of Notice(s) in 'The Business Standard' and 'Ei Samay' advising them to claim their unclaimed / unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website, i.e. www.bata.in, the complete list of Members alongwith relevant details pertaining to unclaimed / unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat Account of the IEPF Authority. Members may view the aforesaid details on www.bata.in under the 'Investor Relations' category.
15. Members are being informed that once the unclaimed / unpaid dividend is transferred to the account of IEPF and Shares are transferred to the Demat Account of IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares. The eligible members are entitled to claim such unclaimed / unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claim. Relevant details alongwith the specified procedure to claim refund of dividend amount / shares and the application form (Form IEPF-5) for claiming the shares / dividend are available at the link http://bata.in/bataindia/a-36_s-181_c-42/investor-relations.html.
16. The Company has requested the Members *vide* letter dated April 24, 2017 who have not encashed their dividend warrant for the financial year ended December 31, 2009 onwards, to claim the amount of dividend from the Company immediately. The unclaimed / unpaid dividend amount for the financial year ended December 31, 2009 will be transferred to IEPF in the month of July, 2017.

17. During the financial year ended March 31, 2017, the Company has deposited a sum of Rs. 8,33,048/- (Rupees Eight Lacs Thirty Three Thousand and Forty Eight only) into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend for the financial year ended December 31, 2008. The due dates for transfer of the unclaimed / unpaid dividend for the subsequent years to IEPF are as follows:

Dividend for the Financial Year ended	Due date for transfer to IEPF
December 31, 2009	01/07/2017
December 31, 2010	02/08/2018
December 31, 2011	04/07/2019
December 31, 2012	09/07/2020
December 31, 2013	26/06/2021
March 31, 2015	09/09/2022
March 31, 2016	08/09/2023

18. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode of listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
19. Members are requested to kindly note that if physical documents *viz.* Demat Request Forms (DRF) and Share Certificates, etc. are not received from their DPs by the RTA within a period of 15 days from the date of generation of the Demat Request Number (DRN) for dematerialization, the DRN will be treated as rejected / cancelled. This step is being taken on the advice of NSDL and CDSL, so that no demat request remains pending beyond a period of 21 days. Upon rejection / cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the DPs to the RTA. This note is only to caution Members that they should ensure that their DPs do not delay in sending the DRF and Share Certificates to the RTA after generating the DRN.
20. The Ministry of Corporate Affairs (MCA), Government of India has introduced a 'Green initiative in Corporate Governance' by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.

In case you have not registered your e-mail Id, please communicate the same to the Company or RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your DPs concerned in respect of shares held in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us participate in the Green Initiatives of the MCA and to protect our environment.

21. Members are requested to bring and produce the Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for admission to the AGM Hall.
22. All documents referred to in the Notice shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at 27B, Camac Street, 1st Floor, Kolkata - 700016. Copies of the said documents shall also be available for inspection at the Corporate Office of the Company at Bata House, 418/02, Mehrauli Gurgaon Road, Sector - 17, Gurgaon- 122002, Haryana. Inspection by the Members can be done on any working day between 11:00 a.m. to 1:00 p.m. including the date of AGM of the Company and shall also be available at the venue of the AGM.

23. 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 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members to transact business at the AGM of the Company by voting through electronic means. In this regard, the Company has engaged the services of NSDL as the Agency to provide remote e-voting services and voting at the AGM venue through electronic voting system.
- II. The facility for voting through electronic means shall be made available at the AGM venue and the Members attending the AGM who have not casted their vote by remote e-voting shall be able to exercise their right at the AGM through electronic voting system.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions / procedure for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for Members whose e-mail Ids are registered with the Company / DPs]:
 - (i) Open e-mail 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 remote e-voting. Please note that the password is an initial password;
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>;
 - (iii) Click on 'Shareholder - Login';
 - (iv) Put User Id and password as 'Initial Password'/ PIN noted in step (i) above. Click 'Login';
 - (v) 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;
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: 'Active Voting Cycles';
 - (vii) Select 'EVEN' of Bata India Limited;
 - (viii) Now you are ready for remote e-voting as 'Cast Vote' page opens;
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted;
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed;
 - (xi) Once you have voted on a Resolution, you will not be allowed to modify your vote.
 - (xii) 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 AGM [for Members whose e-mail Ids are not registered with the Company / DPs or requesting physical copy] :
 - (i) Initial password is provided, as below, at the bottom of the Admission Slip for the AGM:

EVEN (Remote E-Voting Event Number)

USER ID

PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to (xii) above, to cast your vote electronically.

- V. In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'Downloads' section of www.evoting.nsdl.com or call on Toll Free No.: 1800 222 990 or Mr. Supratim Mitra, Asst. Vice President, NSDL, at Telephone Nos. (033) 22814662 / 22904246 or at e-mail id: supratimm@nsdl.co.in. In case you need further assistance, you may contact Mr. J. Banerjee, Investor Relations Manager at Telephone No. (033) 3980 2021 or at e-mail id: share.dept@bata.co.in.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing User Id and Password / PIN for casting your vote.
- VII. 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).
- VIII. The remote e-voting period commences on Saturday, July 15, 2017 (09:00 a.m.) and ends on Monday, July 17, 2017 (05:00 p.m.). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date of July 11, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IX. 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. July 11, 2017.
- X. Any person, who acquires shares of the Company and become a Member of the Company after despatch of the Notice of the AGM and holding shares as on the cut-off date i.e. July 11, 2017, may obtain the login User Id and password / PIN by sending a request at evoting@nsdl.co.in or share.dept@bata.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password / PIN for casting your vote. If you have forgotten your password, you can reset the password using 'Forgot User Details / Password' option available on www.evoting.nsdl.com or contact NSDL at Toll Free No.: 1800 222 990.
- XI. 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 through electronic means.
- XII. Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Practicing Company Secretary, Kolkata (Membership No.: FCS-3381 and C.P. No. 4882), has been appointed by the Board of Directors of the Company as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- XIII. The Chairman at the AGM shall allow voting, with the assistance of Scrutinizer, by use of electronic means for all those Members who are present at the AGM and did not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through electronic voting system provided at the AGM venue and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, within 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith. The resolution(s) shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.
- XV. The declared results along with the report of the scrutinizer shall be placed on the Company's website www.bata.in under "Investor Relations" category and on the website of NSDL immediately after the results are declared. The same shall be communicated by the Company to the BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited. The results shall also be made available on the Notice Board of the Company at its Registered Office in Kolkata and Corporate Office in Gurgaon.

INFORMATION RELATING TO THE RE-APPOINTMENT OF DIRECTOR AT THE AGM

Item No. 3: Re-appointment of Mr. Shaibal Sinha (DIN: 00082504) as a Director of the Company, liable to retire by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013, Rules framed thereunder and the Articles of Association of your Company, Mr. Shaibal Sinha, Director is due to retire by rotation at the ensuing AGM and being

eligible, offers himself for re-appointment. The Company has received necessary disclosures and declarations from Mr. Shaibal Sinha under the Companies Act, 2013 and the Listing Regulations, confirming his eligibility to be re-appointed as a Director of the Company, liable to retire by rotation.

Mr. Shaibal Sinha (Mr. Sinha), aged 54 years, is currently the Regional Finance Director of Asia, Africa and Latin America of Bata Group based out of Singapore. Mr. Sinha is a Bachelor of Commerce (B. Com), Chartered Accountant (ACA) and an alumni of the International Institute for Management Development (IMD), Lausanne, Switzerland with more than 30 years of post-qualification experience in different positions in Finance across the globe based out of India, Singapore, United Kingdom and Middle East.

Just before joining Bata, he was working with Reckitt Benckiser (a multinational consumer goods company dealing in Household, Personal Care, Health and Hygiene products). He worked with them at various levels in finance in India and United Kingdom for a period of eight years. Mr. Sinha joined Bata India Limited in November 2004 as Executive Director - Finance based in Gurgaon and worked till September 2010. He moved to Singapore in 2011 to a Bata group company as the "Chief Financial Officer" of Bata Emerging Market and took over as Senior Vice President - Finance and Development of Bata Emerging Markets in March 2014 based out of Singapore.

Mr. Sinha is a Member of "Singapore Institute of Directors" and holds directorship in the following other Companies:

Sl. No.	Name of the Company	Designation
1.	Global Footwear Services Pte. Ltd.	Director
2.	Bata Shoe Company of Ceylon Limited	Director
3.	Bata Shoe Company (Bangladesh) Limited	Director
4.	China Footwear Services Ltd.	Supervisory Director
5.	Bata (Thailand) Limited	Director
6.	BT Holding Company Limited	Director
7.	Bata (Malaysia) Sdn Bhd	Company Director
8.	Global Footwear Services (Malaysia) Sdn Bhd	Company Director
9.	PT. Sepatu Bata Tbk.	Member of Board of Commissioner
10.	Bata Shoe (Singapore) Pte. Ltd.	Director

Mr. Sinha does not hold Directorship in any company in India other than Bata India Limited. Mr. Sinha is a Member of the Audit Committee and the Nomination and Remuneration Committee of the Board of Directors of the Company.

There is no *inter-se* relationship between Mr. Sinha and other Directors and Key Managerial Personnel of the Company. Mr. Sinha does not hold any share in the Company.

Based on the recommendation of the Nomination and Remuneration Committee, Board is of the opinion that continued association of Mr. Sinha with the Board will be of immense benefit to your Company and, therefore, recommends the Resolution as set out in Item No. 3 of the Notice convening the 84th AGM for approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Sinha himself, to the extent of his directorship, is concerned or interested financially or otherwise, in the aforesaid proposed Resolution.

By Order of the Board

Place : Gurgaon
Date : May 15, 2017

Maloy Kumar Gupta
Company Secretary
ACS - 24123

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

